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I laid her on her back and expressed strokes of oral fondness to her sweet shaven flower which she seemed to be enjoyably sensitive to. I softly licked and gently sucked the magic emanating from her smooth flowery pedals and applied both simultaneously to budding style until she wriggled away.



After sipping some champagne, she retreated to the bathroom to change into an exceptionally hot lingerie outfit. Holy mackerel, this young thing oozed sexuality.

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PENTHOUSE LETTERS

PENTHOUSE VARIATIONS
PAGE 111



12



80



30



96



50



CONTENTS

- 2 || SALUTATIONS**
- 4 || OPEN SEASON**
Freedom—another word for a happy marriage
- 12 || PICTORIAL:
RILEY & TOMMY**
- 22 || THREE FOR ALL**
Two's company, but three's a party
- 30 || PICTORIAL:
CELESTE & LELA**
- 38 || EROTICA**
The Buddy System
Scott reconnects with his sexy older neighbor, who brings along a hot new friend to their risqué reunion.
By Miller Hunden
- 44 || MY MOST UNFORGETTABLE LAY**
Inns and Outs
- 50 || PICTORIAL:
SANDRA, SASHA & CHRISTIAN**
- 58 || LETTER OF THE MONTH**
Job Perks
- 64 || MILF**
She's hot, she's sexy, she's...a mother I'd like to fuck
- 72 || TAKE HER SHE'S MINE**
Giving the gift of wife—yours!
- 80 || PICTORIAL:
MARY MOODY**
- 88 || CARNALCOPIA**
A piquant potpourri with a little bit of everything
- 96 || PICTORIAL:
EVA, MIA, CHRIS & ERIC**
- 108 || TOP 10 TIPS TO CATCH A COUGAR**

LETTERS

↳ SALUTATIONS



Cover Girl: November 2016 Penthouse Pet Of The Month, Mary Moody

THE hot-blooded readers of *Penthouse Letters* have never been shy about sharing their love for ladies, especially those of the more experienced variety! So as the calendar turns to May and many honor mothers for all they do, here at *Letters* we're raising a glass to magnificent MILFs and sex-hungry cougars, who have their own special place in our fans' hearts.

Sure, there's no denying the fresh-faced beauty of young coeds—but the vintage vixens in this issue bring with them a lifetime of experience, an insatiable erotic appetite and the confidence to go after exactly what they want.

This month, we share tales of cougars on the hunt and their hunky boy toys—and frisky female playmates. College professors, successful businesswomen and moms on the make take on lovers of all stripes to sate their sexual desires—and dish on their amazing hookups.

Have you had a close encounter with a cougar that was so incredible it deserves to be in the pages of *Penthouse Letters*? Email us at letters@penthouse.com, and share your story!

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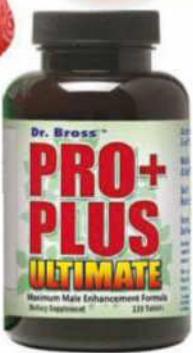
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LETTERS

OPEN SEASON

● PRETTY PICTURES

When the handsome man with the distinguished gray in his hair started to turn away, I surreptitiously snapped his picture with my phone and sent it to my hubby.

Then I put the device to my ear and asked him: "What do you think?"

As always, this was an exciting game.

I was still amazed at the technology that let me transmit the image straight to George's phone, where he could view my latest potential fling from a thousand miles away. My husband and I both travel for our jobs. "When we're away, we're allowed to play" has been the motto of our immensely happy—and open-marriage for almost 20 years.

"Hmmm," George sounded dubious. "I think you can do better, Karina."

I chuckled. I was in the hotel's bar, and with the convention, it was full of all kinds of men.

The particulars of our game had evolved over the years. George and I had made space for extramarital sex from the very start of our marriage. Limiting the outside sexual fun to when we were away from home worked for us. It avoided any uncomfortable situations with clingy lovers.

But we still liked to share our adventures with one another. In the old days we used to just describe our flings. Later, George got the idea of taking along a camera in order to bring back a photo. Now with cell phones we could almost participate in one another's escapades.

I looked around the crowded bar some more, picked another guy roughly my age and snapped a picture.

A few seconds later George made an exasperated sound. "No! Come on, Karina. Grab yourself somebody young. I bet the place is full of studs in their 20s, eager for an experienced woman to show them what good sex is all about."

My hubby and I were both past 40.

I was still fantastically attracted to him, but maybe it would be fun to romp with a 20-something. The question was: Would a younger man be interested in me?

As if sensing my thoughts, George said encouragingly, "You're probably the hottest gal there. Guys are checking you out right and left. They're drooling in their cocktails over you."

I grinned, and then I noticed a man gazing directly at me. When I met his eyes, he looked away quickly, embarrassed. I took a picture and sent it.

"I WRAPPED MY LEGS AROUND HIS WAIST. HE FUCKED ME HARDER, POUNDING ME."

"Now you're talking!" George crowed. "Go get him!"

I pocketed the phone and started over toward the man. He was young-looking and handsome, with a firm build. He smiled shyly as I approached.

"Hi," he said, a little wide-eyed. "I'm sorry if I was staring."

"What's to be sorry about?" I said, giving him a smoldering smile. I had maintained my shape through exercise and was confident in my body, but age had seasoned my face. I hoped to hell I wasn't making a fool out of myself with this man who couldn't be a day over 25.

We chatted. His name was Ken. He seemed nervous. I gradually moved closer to him, until our bodies brushed in the jammed bar. He flinched nervously, but I pressed right against him, going for broke. I was relieved when I felt the swell of his

aroused cock in his slacks.

I worked a sly hand between us and grazed the bulge with my fingertips. He sucked in a tight breath.

"You want to go upstairs?" I asked.

Ken's head jerked in a nod. We made our way out and to the elevator. On the ride up, I pulled him to me and mashed my mouth against his, our tongue clashed as we kissed greedily. I felt my pussy flowing with need. His body was firm and muscular, and his hard-on was amusingly conspicuous.

We burst into my room, still clutching at one another. We stumbled toward the waiting bed. My pulse was racing, and my body tingled with anticipation.

Ken abruptly stopped and took a step back. Nervous hesitation returned to his finely molded face.

"What?" I panted, eager to tear his and my clothes off.

He pointed at my left hand. "You're married, right? Are you certain you want to do this?"

I looked at my wedding ring, then burst out laughing. He didn't seem to know how to take that. Quickly, I got out my phone, explaining the situation. I thought it was rather sweet that he was reluctant to fuck a married woman.

I shoved the cell phone at him. He took it and spoke to George for a few seconds, then handed it back with a grin.

"That's an amazing arrangement you have with your husband!"

"It works for us," I said, and then I pounced on him.

We tangled at the foot of the bed, making a sexy comedy of getting undressed. Our hands were everywhere. I explored his tight young body as it became bare. He seized my breasts, plucking at my stiffened nipples, while I groped his ass. Together, we climbed naked onto the bed.

Our mouths met once again. The kiss was intense but slower and more searching this time. Our tongues parried and melded. His strong arms held me,

and I felt the humming vitality of him. Muscles stood out in their nicely defined groups on his body.

I reached down and took hold of his cock. It throbbed in my hand, the veiny meat as hard as a diamond drill. I gave him a few leisurely pumps, and he moaned into my mouth. I moved down to kiss his throat, feeling his quickened pulse on my lips. Working farther south, I planted soft kisses on his pecs. When I gave one of his nipples a playful flick with my tongue, he murmured a soft laugh.

He rolled onto his back as I continued my determined downward explorations. I trailed my tongue tip through the tight divot of his navel. His muscular thighs moved apart as I settled my body between them. His hard cock reared up before my face.

I took hold of his shaven balls, feeling them stir. Up close, I could actually see his organ pulse. I aimed his cockhead toward my mouth and, with just the gentlest pressure, let the tip of my tongue graze his swollen crown.

Ken cried out. I flicked his slit, picking up a dewdrop of pre-come. The salty flavor sent shivers of lust through my body. I swirled my tongue around his head until it shone with my spit, then I closed my lips around him and started to swallow him.

His taste filled my senses. I caressed him with my tongue as the seal of my lips moved downward. Without even a grunt of effort I took him into my throat, swallowing him down to the hilt and making him groan with pleasure.

I lifted and dropped my mouth on him, deep-throating him every time. I applied a firm suction and gently kneaded his balls. Spit ran out of the corner of my mouth, but I never broke the circle of my soft lips on his hard member.

Before long, he jerked underneath me. I heard him cry out, "Wait!" Then his come was flowing freely into my mouth. Far from pulling off him, I kept my mouth in place, drinking every spurt of his cream.

When I straightened up, he looked



LETTERS

OPEN SEASON

somewhat embarrassed again.

"Sorry," he said. "It's just...no woman has ever sucked me like that."

I lay back, savoring the taste of his come and feeling content to give him a free pass for the rest of the night. Frankly, I felt proud of my cock-sucking talents.

But Ken was a sport. He turned and started sucking on my tits. I basked in the pleasure of his lips on my nipples. When he moved farther down my body, my excitement picked up again. I spread my legs, then closed my thighs around his strong shoulders as he settled into place.

His hot breath tickled my pussy lips. His tongue emerged and outlined my entrance, skimming through my damp folds. Finally, he put his lips on mine, and I felt his tongue slip inside me.

He was so earnest about it. As he licked and lapped, I made encouraging sounds when he did something particularly right. He followed my leads. His tongue lavished attention on my swollen clit, making my hips beat against the mattress as my arousal soared out of control.

Ken drilled me with his tongue, and I humped against his face. I reached down,

grabbed a handful of hair and jammed my burning pussy against his mouth. Ecstasy swam through me, rising, then suddenly cresting until I came with a shout.

He pushed up onto his knees, and I saw his dick was fiercely hard again. Nothing like youthful stamina to keep a party going. I grinned. He took that as his signal to go ahead and moved forward. His cock hovered over my soaked pussy. Boldly, I reached down, gripped his shaft and directed him into me. The act seemed to startle and delight him. Probably no woman had ever guided him in like that before.

His cock plunged into me. He had a good size, and he reamed me to my core. I crossed my wrists behind his neck and met his thrusts, lifting my ass off the bed and taking him deep. A fresh wave of pleasure began to build, the first wavelets lapping up my heated body.

I watched his muscled form in full action, moving on top of me. His tempo increased, and it felt like his cockhead was reaching my navel. I wrapped my legs around his waist. He fucked me harder, seriously pounding me.

My climax sparked, starting in my pussy but overflowing and spreading outward. Ken's face twisted with pleasure. He moved so fast his thrusts nearly became a blur as the bed bounced beneath us.

He let loose with a triumphant howl, and as a second load of come emptied into me, my second climax overtook me. The intensity was almost frightening. It poured through me like lava, but the pleasure was fantastic. I held him inside me as the last jet jerked from him.

We kissed, and an idle curiosity entered my mind in the afterglow. I asked, "What exactly did my husband say to you on the phone?"

Ken smiled shyly again. "He said, 'Fuck her good, young man!'"

We both laughed. He'd certainly done as George had instructed.

-K.P., via email

WORKOUT

With my full, bouncy tits, petite frame and blonde hair, guys have always flocked to me: the quarterbacks in high school, the MBA types in college, the lawyers at the gym who stare as I do yoga poses between my cardio and weights workouts.

It doesn't matter that I'm older and married. Even now they still stare. No man has ever cared that I wore a ring, and besides, my husband and I have an understanding. He has his fun, and I have mine. Though I'll admit I find it especially fun picking up younger men.

I enjoy teasing them in my tight shorts and a top that holds my tits just right. When I catch someone staring while I'm exercising, I take that as my cue to lean lower and angle myself toward them. Why not make gym visits a little more fun, right? I even fucked a guy in his car in the parking garage of the gym one time. As



he sat in the middle of his car's backseat, I faced the rearview mirror, with my hands on the front seats. I slid up and down his huge, hard cock. I'll give him that much; he had one gorgeous dick.

But right in the middle of me riding him—as I was pushing myself up and down, my hard nipples brushing the backs of my hands as I moved forward and back to take as much of his cock as I could—he stopped us. Then he pushed me aside and pulled out just as I was about to come. *What part of me moaning “fuck me,” don’t you understand?* And then he reached around and—I kid you not—adjusted the rearview mirror.

He said it was so he could see my face as I rode him, but I wasn't so sure.

Either way, I moaned with so much pleasure at one point, he moved his hand from the muscles of my burning thigh and covered my mouth. I loved being muzzled—especially when he slid his finger into my mouth. I sucked and sucked as I fucked him, my ass bouncing off of him with every thrust.

But the mirror thing was stuck in my head. What was it for—really? When he moved me off his cock again to reach for the damned rearview, tweaking the angle once more, I put it all together: He needed a better view of himself. He tried to push my head down so he'd feel my mouth on his cock, but I pushed back. My pussy was so wet and aching for more. Was this guy kidding? Good news was: The mirror was now at a perfect angle for me to see something I'd had my eye on for a long time.

My gym, like most, has a reception area, and there's often this guy working there. He says “hi” to me when I check in. He always gives me the plushest towel and always makes me laugh, even though we only see each other for a few minutes. I've found myself timing my gym visits for when I think he might be on duty. He seems shy, and I never see him working out, but I've really liked the moments when our paths have crossed. It's weird, but over the



“HE MOVED MY PANTIES ASIDE AND SANK HIS COCK INTO MY HOT, SLIPPERY CUNT.”

weeks we'd encountered one another I'd begun wondering what his mouth would feel like on me, how he would fuck, what he'd like me to do to him. And then there he was—going up the stairs to his car on the next level in that same parking garage.

I pulled my panties back on and said to the narcissist next to me, “This was fun, but I gotta go.”

He protested, of course, and he begged me to suck him off. Wow, he just didn't get it. He had all the parts: nice dick, nice face. But not a care for anyone but himself..

I grabbed my bag and sweetly said good-bye, hopping out of the car and heading across the parking lot briskly, before he had time to protest or even get his pants on to pursue me. I was

straightening my workout clothes as I went, so that reception guy wouldn't think I hung around the gym's parking garage fucking people. I strode across the lot, quickly reaching the stairs and ascending them with ease. On the next level I caught sight of my crush, waving to him as I neared his car. He had already started his vehicle but recognized me, waved back and waited for me as I bounced up to his window.

My panties were so wet, I almost felt like I was coming already, but I knew I had to play it cool. He was so shy.

“Hey, you need a ride somewhere?” he asked me as he rolled down his window.

“Yeah, sure,” I said just so I could get in his car. I was so flushed, and there was so much wetness streaming between my legs I thought I might stain his seat. But I wanted in, and I wanted—so bad—to fuck this guy. I was afraid what I might say next would ruin everything.

So instead, I got in, turned to him, smiled and reached impulsively for his belt. Poor guy—he looked really confused at first, so I took my time unfastening his buckle and slowly releasing the button on his jeans. By the time I got to his zipper, his huge cock was straining against the seams. *Thank God*, I thought. I was aching and creaming and longing for a proper fuck that wouldn't stop, and I knew he was my ticket to where I needed to go.

LETTERS

OPEN SEASON

He stilled my hand, and I almost cried. I almost begged him to fuck me. But all he wanted was a change of position. He got out of the car and walked around to open my door. But he didn't lead me to the backseat. Instead, he took me to the back of the car, near the garage's cement wall. He opened his trunk so we were sheltered from the view of anyone else in the parking garage. Then he leaned me over the lip of the trunk, moved my panties aside and sank his gorgeous cock into my hot, slippery cunt.

He was behind me taking long, delicious thrusts. My cunt was slick with excitement and pure pleasure. I almost wished I wasn't as wet as I was so I could feel even more of his long, thick cock driving in and pulling out. I kept stretching my body deeper into his car's trunk, as he held me at the fold of my hips and drove his cock deeper. He did this little move as he penetrated, spiraling his hips so his cock would angle up a bit inside me as he drew it out. Who knew the guy at reception was such an expert?

My hands skittered across the floor of his trunk and rested on some jumper

cables. My young lover rocked me with the rhythm of his thrusts, but then slid his left hand to my torso where his huge, warm paw landed on my tummy, holding me in place. He was reaching areas deep inside my cunt that had never been touched before. I was doing everything I could not to moan and avoid drawing attention to what we were doing. If anyone interrupted us, I would be crushed.

As my fingers clutched the cables, I started to get a dirty idea. I pulled them out and into his view, wondering if he'd

get the hint. He did, and I was delighted.

"Ah, I know what you want." But I was pretty sure he didn't.

As he pulled his cock out of me, I pushed myself up from the edge of the car. I wanted to taste his beautiful cock. I wanted to look up at him from my knees, on the pavement, and devour the dick that had been bringing me such pleasure. He let me blow him for a few minutes, but then he lifted me to my feet.

I grabbed the cables from the trunk and gestured toward his spacious backseat, urging him onto his back. I took my time wrapping the cables around one wrist, then the other. Then I pushed my full weight on him, holding his arms above his head, allowing his tongue to brush my tits as I got into position. He'd shown me what he could do. Now it was my turn.

With one of my hands against his bound arms and the other angling his beautiful dick into me, I slowly slid down his cock. I ground onto him taking him as deeply as I could, and he quickly hit bottom. I was stretched to the limit and packed with dick, but it felt perfect. I was surprised and relieved and grateful for this.

I rode him slowly until he begged for mercy. Every muscle in his body tensed as his climax threatened to overtake him.

I pulled my dripping cunt off him and leaned over him to push one of my tits into his mouth. He reared up and bit and sucked me greedily. It was like my nipple was a hot wire directly linked to my clit. I felt the tug and pull of arousal as he suckled and nipped me.

I loved the way his mouth felt on me, but I wanted so much more. My cunt was already seizing. I had to get his cock back inside me. I shoved him back again, arched my back and slammed down hard on his dick. It took only one more thrust before we both came hard. My cunt spasmed so intensely I never thought it would stop as his cock spurted deep inside me. We were writhing and groaning as we surrendered to our pleasure.

I moved my hand from his wrists to his

**"EVERY MUSCLE
IN HIS BODY
TENSED AS
HIS CLIMAX
THREATENED TO
OVERTAKE HIM."**



mouth, sliding one of my fingers in and out, feeling both his sucking mouth on me and his throbbing cock in me.

I sat up with his softening cock still twitching inside me, and I noticed his car didn't even have a rearview mirror.

I knew I'd have to tell my husband; he'd think it was funny.

-R.K., Los Angeles, Californiaa

• BOY CRAZY

Bob distracted me from the pile of bills I was shuffling around on my desk by saying, "I found a new one for you. Consider it an early 50th birthday gift."

That caught my attention!

I looked up and replied with interest, "A new one? For me? What's his name?"

"Tad, if you can believe that." Bob laughed and poured us some wine.

The sun was just starting to settle low in the sky. The windows were cracked to let in a delicious but cool breeze.

"I can. Tad. How interesting." I accepted the wine. "Describe him." I took a sip and looked up at my husband as he stood before me, contemplating what he'd say.

"He's tall and lanky. Like a basketball player. Speaking of, the work team played last week, and we invited him to join. I was chatting with him in the locker room afterward. He's hung. You'll like him." Bob smiled with a naughty twinkle in his eye.

I slid down his zipper and let my fingers slip inside to run over his underwear. I felt his cock jerk at my touch.

"He has brown hair and green eyes, and he laughs easily. He's athletic and funny and open to giving my wife a run for her money. I asked him myself. I told him we were open, and that I liked to vet your lovers for you. My friendly input into your extracurricular activities."

I pushed my fingers inside the slit in his underwear and stroked his bare skin. His cock was fully hard, and I was fully



turned on. A new date, a new man to explore, approved by Bob, what more could I ask for?

I'm a very lucky woman.

"His hobbies include photography, woodworking and eating pussy," Bob said. He laughed softly but then stopped when I pulled his dick out of his pants and put my lips on him.

He urged me away so he could work the button and zipper of his pants, and pull them down along with his underwear to free himself fully. I went back to licking the tip of his cock. His hand found the back of my head, and he pulled me forward even as he thrust into my willing mouth.

"I can't thank you enough for your assistance," I murmured, licking a hot line up the underside of his dick.

His fingers tangled in my hair, and he pushed down on my head more forcefully.

"Oh, I think you can," he muttered, his voice raspy.

I smiled, taking him as deep into my throat as I could. I sucked him in a steady rhythm, working him with my hand and lapping at his cockhead. A salty burst of pre-come coated my tongue, and I cupped his balls, sinking my mouth farther down his shaft.

"That's good. I appreciate your attention to detail," he said.

I pulled away and looked up at him.

"I hope he likes having his cock sucked," I said, stroking my husband's erection with my hand.

Bob shut his eyes and hummed. "I'm sure he does. And if he doesn't, you're good enough to convert him." Then he pulled me back to him and fucked my

mouth until he shot his come across my tongue and lips.

He bent to kiss me. "I want you to have fun, but then you come back home to me."

I kissed him gently. "Absolutely."

I showed up at Tad's apartment at seven as instructed. He was a strapping 20-year-old, and his decor reflected his age. There was hardly any furniture, bare walls, lots of stacked books and video games.

He ushered me in and just kept staring, mouth slightly open. I could see the pink of his tongue and imagined what it would feel like on my clit.

"That bad, huh?" I said.

He blinked. "Sorry?"

"You're staring."

He blushed. "Oh, God. Sorry. I saw your picture in Bob's office. I thought there was no way you were that pretty. But you are."

I smiled. "Not too old for you?"

My 50th was coming up quick, but I still felt like a kid. And behaved like one usually.

"Nope. Not at all. Age is irrelevant."

I touched his arm, and he drew closer to me as if that had given him permission.

I wanted to be in control of this situation, so I reached up, put my hands on his shoulders and pushed until he slowly knelt before me.

"How are you at pussy-eating?"

He lifted the hem of my short dress and smiled when he found me bare beneath.

"I like to think I'm skilled."

"Let's see."

I stared him in the eye as he moved forward to nuzzle me. I didn't stop

LETTERS

OPEN SEASON

watching even when his eyes closed. His tongue slid along my folds, tracing my outer lips. He inhaled the scent of me deeply, something I always found arousing. He covered my clit with his mouth and then nudged it with his tongue. He delivered short staccato licks that I found myself anticipating. I pumped my hips, thrusting against his mouth. He continued fast and insistent—his tongue was so damn strong—until I was panting. My heart raced as I hovered right there on the edge of orgasm. He slowed his rhythm briefly, and when my body relaxed, he went back at me just as hard.

I came, cursing and tugging his hair.

He looked up at me and smiled. Then he put his hand between my legs and gently knocked it back and forth against my inner thighs until I spread my stance.

"How's this?" He pushed two thick fingers inside me as he watched my face.

I shut my eyes and let my head tilt back.

"Good. That's good," I muttered.

"And this?" He added a third finger and brought his mouth back to me. This time

his tongue was gentle, so gentle it drove me mad as he flicked it over the thumping nub of my clit. He fucked me with that thick bundle of fingers, opening me up for that big dick of his.

That thought alone triggered my second orgasm. It was fast and strong, and I felt my cunt gripping his fingers tight.

He took the hand I offered and stood. Before I knew what was happening, he scooped me up and carried me to the bedroom just beyond his living room. The bed was neatly made, the room sparse.

He laid me on the bed and went about taking his clothes off. I shimmied out of my dress and tossed it on the floor. The short cotton sheath had done its job of breaking the ice.

His cock sprung free, hard and long—and just as big as Bob had promised.

I spread my legs, and he lowered himself over me, his smooth, hard chest mashing against my breasts. My nipples spiked against his skin, and the friction made my stomach tumble for a moment like I was falling.

His cock slid along my slit, spreading

my moisture. I tilted my hips, wanting him to fill me up with his dick the way he had with his fingers.

He inched into me slowly, only the tip at first, which had me clenching and writhing in anticipation.

He was teasing me. I could tell by the way his eyes sparkled. He pushed into me a little farther, and I groaned.

"Please, Tad, you are absolutely killing me."

"Yeah?" He bent and bit my shoulder. Pain sparkled through me, making my pussy feel fatter and fuller than it already did.

"Yes. God, please fuck me."

He slid into me swiftly then. His big hands braced on either side of me. I could smell the warm musky scent of him and peppermint on his breath.

He bit me again, and I clenched my pussy tight around him. It was my turn to tease.

"Oh, missus," he breathed.

"Missus, is that what gets you off? You like that I'm older. You like saying that?"

He nodded.

"Good, say it as much as you want."

He covered me with his body, bucking hard against me as he fucked me. I raised my legs high, opening myself to him. Every time he drove into me, his pelvis banged my clit. I clenched my pussy tight around him and felt myself slide a bit closer to coming.

He pulled my arms up above my head and held them there. I bumped up to meet him, and he growled softly, laying hot wet kisses along my neck. A shiver ran through me and goose bumps raced along my skin.

He pulled free of me and sucked my nipple into his mouth. His hands pinned my arms. I tossed my head; the sensation of him drawing on me was overwhelming. My cunt thumped in time with my heart.

He looked down at me to say, "You're very pretty, missus." Then he pushed that big dick back inside me.

I came. The sudden bump to my





clit, the filing of my pussy, it was all so intense.

He flipped me onto my belly, hiked my hips up high and slid into me from behind. His hands on the small of my back, holding me steady. Big and warm, strong and possessive.

I drove myself back to take him. His finger circled my back hole, and I moaned.

"Oh, you like that do you, missus. Being filled in more than one hole?"

As he pushed a big finger in my ass, I was nodding mindlessly, chanting, "Yes, yes..."

His cock slammed me hard as his finger wormed its way into my bum. He groaned, and I knew he liked it, too, feeling his own cock sliding in and out of me with that finger buried deep inside me.

He banged me hard again, and I came. I'm a multi-orgasmic woman, and I've always been grateful for it.

"I'm going to come soon," he said.

"I CLENCHED MY PUSSY AROUND HIM AND FELT MYSELF SLIDE CLOSER TO COMING."

"Do you want me to suck your cock?" I asked. "You want to come in my pussy or in my mouth?"

He slowed, pondering and then pulled free of me. When I turned around, he was jerking his dick in a tight fist. I lapped at the rosy tip while he continued to pump himself. And when he stopped and moved his hand, I slid my mouth down that fat dick as far as I could.

The noise he released made me shiver. He grabbed a handful of my hair and held my head as he fucked my mouth faster—his hips pistonng, his breath harsh.

I sucked hard on his shaft, drawing so intensely my cheeks hollowed. He responded with another groan.

I moved away for a second, looked him in the eyes and said, "Come for missus."

His eyes rolled back a little, and he plunged his cock back into my mouth. Three pumps and he was coming, coating my tongue with thick come.

I looked up at him, wondering if he'd be interested in another rendezvous with missus. I was going to guess yes.

-S.K., Chicago, Illinois

Is your relationship open? Since you like to share, why not share your story? Mail your tale to: *Penthouse Letters*, Department OS, 8944 Mason Avenue, Chatsworth, CA, 91311, or email it to: letters@penthouse.com.



SMART COOKIE

INTERN RILEY HAS BEAUTY AND BRAINS, BUT SHE COULD USE SOME HANDS-ON TRAINING.













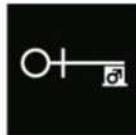




“I LIKE TO LEARN FROM THE BEST,
AND THAT'S TOMMY!”

—RILEY





LETTERS

▼ THREE FOR ALL

❶ THREE WISHES

One of the fun facts you don't appreciate until you're older is that no matter what your age is, you still get to call the man you're seeing your boyfriend. Just like I was Luke's girlfriend, even though we were both in our mid-40s.

Another fact I'd recently discovered, one even more fun than the first, was that my sex drive hadn't diminished one iota after I'd hit middle age. I was still, essentially, the horny hellcat I'd been as a college girl. Keeping myself in shape was part of the program. If I wanted to be a sexy cougar, I should look the role, I thought.

And Luke, who I'd been seeing for several months, evidently couldn't get enough of me. He had gotten out of an unpleasant marriage after many years, and now he fucked like someone just released from prison.

For his birthday, he wanted a quiet celebration. Just me and him and a cake. For once, he seemed a little down. Usually he was ebullient, with a wicked

sparkle in his eye, like we were going to sneak off and make out under the bleachers. I loved that youthful spirit in him. He was also a damn fine-looking guy, with a body as well kept as mine.

He blew out his birthday candles, then stared dully at nothing.

"Make a wish," I cajoled him. "Actually, why don't you make three? You look like you could use a couple extra."

Luke managed a smile. "Okay. Three? How about long life, good health and..."

"And?"

The familiar sparkle came back to his eyes, then he looked embarrassed. "It's ridiculous."

I draped an arm over his strong shoulders and kissed him. "Tell me."

Finally, he said, "It's just...I married young and was hitched for so long. I feel I missed out on a lot. There are fantasies I never fulfilled when I was younger. And now, with yet another birthday, I feel like it's too late for some things."

It sounded like midlife crisis talk. But I wanted to hear his fantasies, so I coaxed him to tell me more.

"I always wanted to have a threeway," he confessed. "Always wanted to have

sex with two women at the same time." He flinched, probably hoping I wouldn't burst out laughing—or storm out in anger.

I didn't do either. Instead, I grinned and said, "There's no harm in wishing."

I had lots of friends and ex-lovers, a wide spectrum of potential players to choose from for something like that. But the matter required some thought. Luke really had missed out on a lot of fun. He was a sweet, sexy, caring man with a nice cock who deserved better than he'd gotten from life.

If he wanted to redress the wrongs of his past, maybe I should seek out someone who could help recreate his formative sexual years. That meant Stevie. She was a smoking-hot 20-something. We'd had a torrid affair last year and had kept in touch. She liked men, too, and I felt sure she would be game for this.

Luke didn't know about my machinations. A week after his confession, he'd seemingly forgotten his birthday wish, but I knew that desire still burned within him.

I arranged everything. Luke and I went out to dinner, then to an upscale bar we liked that had piano music. As we settled in over cocktails, enjoying the ambience, I noticed he kept looking past my shoulder.

Finally, I turned. As I'd requested, Stevie was sitting at the bar, done up in a tight little dress and looking as gorgeous as ever. Luke said, "Sorry, but that woman keeps looking over here."

"She's beautiful. Let's invite her to our table." Before he could protest, I went and fetched her. We both acted like we were meeting for the first time.

Stevie introduced herself and sat. As we chatted, Luke's eyes kept going to her luscious tits, which were spilling over the top of her low-cut dress. I wanted to sink my teeth into them. Stevie was flirty without overdoing it. She moved her chair closer to Luke. She touched his arm as she talked to him. Then her hand disappeared under the table.

Luke suddenly jumped, and I knew



Stevie had just groped his crotch. I almost burst out laughing.

"Are you two up for some fun? You want some company tonight?" Stevie asked.

I looked at Luke. "What do you say? I'd love to fuck her. How about you?"

His eyes were bulging wide, just like his cock was no doubt bulging in his pants. In a shaky voice, he responded, "Yes. Please. I would like that. A lot."

We led him out of there.

Back at my place, we gave Luke a little show, just to make sure he was all warmed up. We sat him on the couch, and then I drew Stevie into my arms. Her familiar warmth and scent thrilled me. We kissed, going deep with it, letting Luke watch our tongues tangle.

Her breasts pushed against mine, our hard nipples brushing. My hands roamed over her, sliding down her back to clutch her lush ass. She tugged at my clothes, making needy sounds that weren't just for show.

We stripped one another, pausing to kiss and grope as we did. She bent to suck my tits, while I fingered her wet pussy. Naked, we turned toward Luke. His handsome face was lit with utter wonder. But we weren't there just to lez it up in front of him. We each took a hand and escorted him into the bedroom.

We undressed him, caressing his muscular body. I kissed his throat while Stevie softly nibbled an earlobe. We both put a hand on his hard cock. Working in perfect coordination, we slowly jerked him, and he moaned with pleasure.

That sparkle in his eye had turned into a blaze of pure lust. He moved us both onto my broad bed. When he pushed Stevie onto her back and drew apart her silken thighs, I grinned. I didn't mind that he wanted the younger woman first.

He put his face between her legs. Stevie's pussy glistened, and he drew his tongue slowly up her cunt lips. She wriggled, squealing with delight. I lay alongside her and caressed her tits. I



"I FELT HER BREATH ON MY CUNT, AND THEN HER TONGUE WAS LAPPING AT MY CLIT."

plucked at her stiff nips, then bent to suck on them.

Meanwhile, Luke zeroed in on Stevie's clit. He had real oral talent, and Stevie thrashed wildly on the bed in response to his attention. Luke ate her harder, his tongue and lips making wet squelching sounds.

I lifted my head from my tit-sucking and watched Stevie's orgasm crest and consume her. Her pretty face tightened as undiluted joy swept through her. I kissed her mouth, silently thankful for her participation in this adventure.

Luke shifted over to me, and then he was pushing my thighs apart. I welcomed

him in, closing my knees on his sides as he inhaled my fragrance. At the first touch of his tongue, I felt a climax already building. A happy torrent of pleasure streamed through me.

Stevie groped my tits, tweaking my sensitive nipples even harder than I'd done to her, while Luke continued to feast on me. He toyed mercilessly with my pulsing clit. I reached down to grab a handful of his hair, humping against his face.

I came hard, my ass lifting off the bed and jamming my pussy against his mouth. Luke pulled away, his face glossy with our pussy juices.

With a moan, he lunged forward and buried his meat in my pussy, and a new wave of pleasure swept through me. Lying next to me—and still mauling my tits—Stevie watched us fuck, her eyes wide.

Stevie reached down to stroke my pussy lips. Her fingertips grazed Luke's shaft as it plunged into me. My boyfriend seemed to really dig that. Suddenly, Stevie pushed Luke back and shifted around. While his cock was still buried inside me, she shoved her face down between us, twisting her nimble body. I felt her hot breath on my cunt, and

LETTERS

▼ THREE FOR ALL

then her tongue was lapping at my clit eagerly. I couldn't see exactly what she was doing, but I could feel it—and it was incredible.

With her turned about, I was able to reach her pussy from behind, and I fingered her energetically. Holding my ass in his hands, Luke rammed his cock in and out of me, being careful not to interfere with Stevie's tongue work.

But I didn't want all the fun to myself. Stevie deserved to enjoy his cock, too. It took some effort, but I got Luke to slow and stop, and got Stevie's mouth away from my snatch. She lay back, and Luke moved into position above her, looking dazed and elated. If this was his midlife crisis, he sure looked like he was having a ball with it.

He slipped his dick into Stevie's pussy. As she'd done, I moved around so I could get a taste of both of them while Luke fucked her. I wasn't quite as flexible as Stevie, but I managed to get in a few licks.

The scent of their wild sex was delicious. Luke's cock flashed in and out

of her, just inches away from my face. I licked the outer edges of Stevie's pussy, savoring her tart flavor. Then I ran my tongue along Luke's staff as he stroked her. He was slick with her juices.

Stevie's hand slid through my butt cheeks, and her fingers dipped into my pussy, but she also flicked her thumb over my asshole, igniting sparks of pleasure in me. Meanwhile, Luke hammered into her relentlessly. Lying half-draped across her, I felt a deep trembling inside Stevie as she writhed beneath us. Then I heard a ragged cry rising from her.

She diddled my pussy and butt hole harder. Ecstasy became a runaway thing in me. I was shuddering right along with Stevie as our mutual orgasms carried us away.

Afterward, I lifted my head and realized Luke was on the brink. This was all too much, but it was just the kind of too much he'd wanted. He deserved a grand finale, though.

I sat up. "Come on our faces!" I cried.

Stevie immediately sprang into action. Luke staggered back as she uncoupled

from him. We sat up, side by side. We pressed our faces together, our open mouths directed toward Luke. I wagged my tongue at him, and Stevie did the same.

He made a guttural sound of deranged happiness, taking hold of his slickened cock. His swollen cockhead hovered near our gaping mouths. He gave one jerk, then two, and then he was unloading.

It was a rain of come, a regular downpour. The hot sticky spurts hit us, falling on our tongues, chins and cheeks, with some of the goo dribbling onto our tits. Then, completing Luke's fantasy, we took turns sucking his cock clean. Happy birthday, boyfriend.

—N.N., Aurora, Colorado

● BOY WONDERS

Jack and I had been hooking up ever since his girlfriend dumped him. He was a student worker at the university where I taught, and he came to fix my computer regularly. Or whenever I lied and said I needed my computer diddled.

We'd just wrapped up a lovely lunchtime quickie when a thought occurred to me: If he was game, we could kick our affair up a notch.

As he was saying good-bye, I reached up and straightened his tie. He was one of the few student workers who insisted on looking dapper and professional. Most of them just bounced around in graphic tees and shredded jeans. "Next time, why don't you bring Baxter?"

Baxter was the newest of the new on the technical team. Nineteen, café au lait skin, bright green eyes and tall like nobody's business.

Jack cocked an eyebrow. "For sex?" I rolled my eyes. "No, for tea. Of course, for sex!" I leaned in close and grazed his chin with my teeth. He made a gruff noise.



"We could do it at my place. Saturday. I'll get pizza and make a cake."

"I like your cake," he said, one arm snaking around me.

I grabbed his crotch and gave his cock a gentle squeeze. "You like my everything."

"I do. I really do."

I squeezed again and felt his dick stir.

"Talk to him. See if he's interested."

He shrugged. "I will. But I'm not fucking him. He's cool, but that's not my thing."

I laughed. "I didn't ask you to fuck him. You'd both be there to fuck me, handsome. I'd be the star of that party."

He groped my ass and kissed my cheek. "Gotta go. I'll text you, and let you know if he's in."

As the door swung shut, I certainly hoped he was. I wanted him in. In me, that was.

A text from Jack arrived about 20 minutes after he'd left my office, saying he and Baxter would see me at seven on Saturday night.

They were right on time.

I answered the door and welcomed the two strapping young men. One blond and fair, the other dark-haired and richly toned.

"Boys," I said, smiling as I ushered them inside.

Baxter wasn't as shy or reserved as Jack had been the first time we'd hooked up. He instantly went into joke mode. "I was lured here by pizza and cake. And, oh..." he said, pretending to think, "pussy."

"Which do you prefer first?" I asked, stepping back.

He looked me up and down in my jeans and flowing tunic. "Well, I have to say I prefer pussy first. Always."

Speaking of pussy, mine got completely wet when he said that.

"Then let's not make you wait." I hooked the collar of his tee with a finger and pulled him in for a kiss. His mouth was soft on mine, and his hands went right for my tits. He squeezed them gently and then not so gently. He found my nipples through my top and pinched them



"JACK'S FINGERS TIGHTENED ON MY HIPS AS HIS COCK CONTINUED POUNDING ME."

between his strong fingers.

"Oh, Bax," I said. "I knew we'd get along well."

I stroked the hump of hard cock in his pants. My breath caught when Jack's arms closed in around me from behind and his warm hand settled over my pussy. I'd have given anything to have my pants fall off right then.

"Don't leave me out," Jack said against my ear. He raked his teeth down the side of my neck making me shiver. Jack and I had fucked enough for him to know I liked a hint of pain with my pleasure.

"Oh, don't worry," I said. "No one's leaving you out."

I pressed back against him and felt the glorious length of hard cock waiting for me.

"Now, here's the most important question..." I said, extricating myself from their hunky embrace.

They stared at me with full attention. "Who wants pussy and who wants their dick sucked?"

Jack was amused. "I'll let Baxter choose. It's his first time."

Baxter considered me carefully. His gaze roamed up and down my body, making me shiver with excitement. My nipples turned to twin hard knots of flesh beneath my tunic.

"I think I'll start with your mouth," he said thoughtfully as he reached out and ran his thumb along my lower lip. I turned my head and sucked his digit, giving him a hint of what was ahead. A pleasurable noise rumbled in his throat. "But then I'll want to swap, Jack, because I don't want to miss out on her pussy. I've heard it's amazing."

"Just say the word," Jack said. Not wasting any time, he tugged my tunic over my head and tossed it aside. "Bedroom or right here in the front room, Professor?"

"Let's go upstairs. More room."

They followed me like obedient students. Baxter couldn't help but reach out to run his fingers over my denim-covered ass as I walked. Beneath my jeans, I was soaking wet and ready to be fucked. I was so horny I could hear my pulse thumping in my veins.

In my bedroom, Baxter stripped me out of my jeans and panties. Then his hand was between my thighs, and he was thrusting his fingers inside my wet cunt.

"Nice. You're soaked. You excited? For us?"

I nodded, my breath catching. He was young, but he was confident and bold, too. That was an intoxicating combination.

"Get on the bed," Jack said. He smacked my ass once, hard, and my pussy flooded. That smack resonated through me like a roll of thunder.

I got on the bed—nude, wet, ready and shameless. I watched them disrobe. They did it side by side like they were in a

LETTERS

▼ THREE FOR ALL

locker room, ignoring one another.

Jack's familiar cock sprang free of his boxers—long, hard, thick and rosy-tipped. Baxter was next. He had a shorter cock, but it was way fatter than Jack's. I licked my lips just watching him grab it and give himself a few strokes.

He walked toward me, and my mouth popped open instinctively. Baxter moved in close and dragged the tip of his dick along my lower lip, but he pulled away when I moved to suck it.

"Not yet," he teased.

I nodded and watched him stroking himself lazily, while my pussy grew wetter and wetter. Jack got on the bed behind me and played his dick along my dripping slit. I moaned, pushing back enough to egg him on. Baxter smiled and traced my lips again with his erection. My tongue darted out and licked the dot of pre-come off his tip. He tsked at me but didn't pull away. Instead, he pressed forward so his cockhead was in my mouth, and my lips sealed around him.

I sucked, and he smiled, while Jack slid into my pussy slowly from behind.

"That's the Prof," Jack said in a husky voice. "Wet and tight and ready." He

slammed home on the last word, and my cunt seemed to quake at the forceful intrusion. I moaned around Baxter's dick, and he took that opportunity to slide it in farther.

Baxter held my head in both hands, gently but firmly, and thrust faster. The head of his cock brushed the back of my throat. I inhaled deeply through my nose and sucked.

"You weren't lying, Jack," he said. "This woman knows how to give a blowjob."

I slithered my tongue along his shaft, greedily lapping at his sensitive skin.

**"I BOUNCED BACK
AND FORTH
BETWEEN THEM,
PLEASURE
COURSING
THROUGH ME."**

Jack's fingers tightened on my hips as his cock continued pounding me. I gripped him with my internal muscles, and I heard him groan.

The excitement in the room was palpable as one handsome stud filled my mouth and the other filled my pussy. My entire body thrummed with pleasure and anticipation.

Jack started fucking me harder, rougher. He squeezed my hips tight and drove into me like a wild man. Baxter sighed, the urgency apparently contagious, because he bucked more frantically into my mouth. I relaxed completely and let him fuck my face as he needed.

Jack delivered a smack to my ass, and fire seemed to race across my skin. I felt the ghost of his palm print on my butt. It thumped in time with my heart and my pussy.

He did it again as I rammed back against him to take him as deep as I could. I moved my hand to my pussy and touched my clit. Just that little sensation was almost enough to send me over the edge as Baxter filled my throat with his dick.

I strummed my clit again, then managed to make soft, little circles. Another smack from Jack, another plunging thrust, and I came with a strangled cry as my pussy spasmed crazily around his dick.

Baxter pulled free of my lips, panting. "Almost lost it there, Prof. How about we switch, Jack?"

Jack pulled free of me, and I felt his absence as the aftershocks of my orgasm continued to sound inside me.

The boys moved around me as I stayed put in the center of the bed. The star of the show. An amazing, amazing show.

Jack looked down at me and said, "Your mouth is my favorite." He shoved his cock between my lips, plunging in fast and deep, and I shuddered, sucking furiously to get him off. I wanted him to come down my throat. My fingers strayed back to my clit as Baxter inched into my cunt. He was taking his sweet time. One of his hands



smoothed over the curve of my hip, and I moaned around Jack's shaft.

"Easy with that. I don't want to come yet," my blond boy warned.

I swirled my finger over my clit, pinched it and then rubbed it furiously. Reaching down farther, my fingers tapped Baxter's balls and his tempo increased. I paused for a moment and stroked his sac as he fucked me. That got him moving even faster.

"Fuck, ma'am. I think I'm going to come."

I twirled my tongue around Jack, and he fisted my hair, tugging me forward even harder. I gagged on his cock, and he did it again. He liked to make my eyes tear and watch my makeup run—and I liked him to be on the rough side.

Baxter slammed into me, driving me forward onto Jack. I bounced back and forth between them, pleasure coursing through me. I pinched my clit again, and I lost it, coming loud and long.

Jack hissed and then flooded my mouth. He held my head as he emptied into my throat.

Baxter gripped my hips tightly, digging his fingers into my flesh, and then jerked against me. Wetness flooded my pussy, overflowing my snatch and dripping down my thighs.

Asking Jack to bring Baxter along had been one of my best ideas ever. If things went my way, pizza and cake night would become a regular thing.

-Name and address withheld

● MY MENTOR

My first job out of college was in marketing for a large telecommunications company. The position involved a good bit of travel between our San Francisco and New York offices. I definitely sowed plenty of wild oats on those trips, but one in



particular mixed business and pleasure in the most delightful way.

It was my first time at the big regional conference on the West Coast, which was attended by employees and clients. As part of the hiring process, all new staffers were assigned a mentor in the company, usually someone senior in our field. My mentor back then, when I was at the tender age of 23, was a woman named Janice, who came with me on that trip. In fact, we even shared a hotel room, which came in handy.

Janice had glossy dark brown hair, brown eyes, a tight figure and a great boob job. There had been an attraction simmering between us from the moment we met. She was in her early 40s, and pretty much footloose since she was divorced with two mostly grown kids. So when we traveled, Janice was all about F-U-N! It felt like being back in college, but even better because of expense accounts and nicer venues.

Thanks to Janice, I learned how to handle back-to-back cocktail hours with investors, dinner, more drinks, and then an 8 a.m. meeting without missing a beat. And, thanks to Janice, I also enjoyed my first threesome.

One drunken night during my senior year of college, I had made out with a girl while her boyfriend watched—but we only kissed in front of the guy, nothing else. I always found myself drifting back to that night in my fantasies, but it's not like you can walk up to random people and ask for a threesome, right?

Turns out you can.

On the opening night of the conference,

Janice and I were relaxing with martinis at the bar when she nudged me and pointed out an incredibly hot guy, who we'd heard speak earlier during his presentation. His name was Mitch, and he had dark hair, blue eyes and a chiseled jaw. And even with his tailored charcoal suit, it was easy to tell he had a gym-fit body. He was a hot piece.

Janice stared longingly in Mitch's direction.

"He is cute," I responded, meaning it.

"So are you, Brittney. Why don't you go say hello?"

"He's surrounded by other guys."

"Oh please!" Janice rolled her eyes. "Just tell him you liked his speech. And then maybe we can find out if Mr. Keynote speaker has a big, big key."

I almost choked on my drink, laughing. "Oh, my God. You're terrible."

"And you are 'terrible-in-training.'" Janice laughed. "Go on. Bottoms up and get your tight ass over there—and invite him back over here to join us."

I downed the last of my martini and stood up. "What are you planning?"

"Never mind that for now. But I promise, it'll be fun. Now go—I'll be watching!"

With a smirk on my face, I headed through the crowd toward our target.

Owing to genetics and running, I'm on the tall, slender side, with milky skin and light blue eyes. I usually wore my fine strawberry-blond hair down, but that night Janice talked me into a sleek ponytail. It really did add an air of sophistication to the off-the-shoulder black dress I wore. My tits are only

LETTERS

▼ THREE FOR ALL

“MITCH SCREWED JANICE, WHILE JANICE USED A VIBRATOR ON MY PUSSY.”

B-cups, but they're pretty perky and looked fabulous in my outfit. So I thought I had a good shot at catching his attention.

As I walked across the room, with my eyes on Mitch, I definitely felt my nipples “ping” in anticipation. And seeing as how I forgot to pack my strapless bra, no doubt others could see my “anticipation,” too, if they were observant, since the slinky fabric of my dress did nothing to hide my nips.

I turned on the charm, and it didn't take me much time to convince Mitch to join me and Janice. As we walked to the bar where she was sitting, he rested his hand on the small of my back, and I felt a jolt of electricity shoot from my perky nipples to my clit.

Janice raised her empty glass to us. “Well, there's the man from the presentation of the day! How about I get us a round of drinks?”

Mitch smiled. “Let me do the honors, ladies.”

Janice made room so Mitch could sit between us at the bar. With her ample cleavage on display and my nipples on high alert, he had plenty to feast his eyes on.

Through two rounds of drinks and lots of flirtatious banter, we had quickly shifted from professional to playful. I didn't want to be too obnoxious or obvious at a business event, but Janice was an old pro. She discretely put a hand on Mitch's



thigh and whispered, “I'm going to take my protégée back to our hotel. If you want to continue the evening, you're welcome to join us.”

“I would love to join you, Janice,” Mitch whispered back. And then, looking at me, he added: “And your very beautiful protégée.”

Janice smiled. “Good, I'm going to grab a cab. And Brittney is going to give you our suite number. Wait a little while so no one suspects, and then come join us.”

Mitch grinned. “Brittney, you sure have a great mentor.”

I laughed and gave him my business card with our hotel info scribbled on the back. “She's the best.”

Less than an hour later, Mitch was at the door. Janice wasted no time, greeting him with a kiss and leading him into the bedroom.

“I'm guessing you've done this before?”

Janice nodded. “I have. But I think Brittney's a first-timer when it comes to threesomes. Isn't that right?”

I smiled shyly. “Yes. Somehow I've never gotten around to doing this.”

“Well then, it's definitely your lucky night,” Mitch said before kissing me passionately.

“Mine, too,” Janice said as she came around behind me and started to unzip my dress. “I can't wait to sample this little vixen.” She looked at Mitch, “You have no

idea what it's like to fantasize about her all day.”

“I think I'm starting to understand, though,” Mitch said, as he kissed his way across my collarbone. “I'm very, very jealous you get to work so closely together.”

Janice pulled down my dress and reached around to cup my exposed breasts as I stood there in only my panties and high heels.

“Mmm, yes, these are the little nubs that keep distracting me.” The squared edges of her manicured nails plucked and pulled at my nipples, while she kissed the back of my neck.

“Oh, God,” I murmured. The sensation of someone finally teasing my breasts made me swoon.

Mitch stood back, enjoying the sight of me moaning under my mentor's touch.

“Janice, why don't you take off her panties and put her on the bed—and then join her.”

“You aren't just going to watch, are you?” I blurted out.

Janice and Mitch both laughed.

Mitch shook his head, “Relax, I'm gonna fuck both of you. When I'm ready.”

I kicked off my pumps before Janice helped me out of my panties, then she stroked my clit and murmured, “I can't wait to eat you.”

My knees almost gave out and I was

feeling too shaky to stand much longer, but fortunately the bed was nearby.

"Brittney, why don't you show us how you play with your pussy? I want you soaking wet for me and Janice," Mitch suggested.

Fully nude in the middle of the bed, I touched myself, watching Janice and Mitch undress one another while they stared at me. I don't know what I was more aroused by: the sight of Mitch's toned body and thick, engorged cock or the sight of Janice's ample rack. All I knew is that I wanted them—both of them.

Janice joined me on the bed and dove between my thighs. The sensation of her mouth on my clit was electric. In no time, she sent me hurtling toward orgasm with her flicking tongue and plunging fingers, while Mitch manhandled his meat.

After I came, I had, like, 30 seconds to catch my breath before Janice nudged me. "Brittney, Mitch is a really, really *big* client," she gestured to his cock, "and you never keep a *big* client waiting."

I nodded, and we pulled Mitch onto the bed between us and then went down on him, our velvety tongues worshiping every inch of his cock and balls. Judging by the look on his face, our double blowjob was pretty close to heaven.

Janice swallowed most of his eight-inch shaft, demonstrating her expert deep-throating skills. Then I gave it a shot. I relaxed and let Mitch face-fuck me, while Janice tongued his sac.

But Mitch stopped us before he came. He looked me in the eyes and said, "I want to fuck your hot little protégée, Janice, while she repays you for all your guidance."

Mitch positioned me on all fours, while Janice maneuvered up to the top of the bed and parted her thighs, presenting her pussy to me.

I was awestruck by the sight of Janice nude.

"I hope I do a good job," I said in a whisper.

"You've never let me down yet, babe."

Janice parted her pussy lips for me, so I could see her glistening, pink interior. "You're gonna do great."

As I took my first taste of pussy, I felt Mitch's huge cock squeeze inside my cunt. I moaned into Janice's slit as she held my hair back.

I slid my tongue in slow circles around her clit, like I'd felt her do to me, and then slipped a finger inside her.

Janice moaned. "Mmm, that's right."

I didn't have much time to ponder my technique because the sensation of being skewered by Mitch's monster dick quickly became overwhelming.

My pussy clenched around his erection, and soon I was on the verge of climaxing again—and Mitch sensed my excitement.

"Make her come before you do, Brittney," he ordered, pinching my nipples.

I sucked Janice's clit harder and fingered her faster. Soon enough, Janice clutched the sheets and wailed as her orgasm overwhelmed her.

And that's when Mitch took me over the edge. His cock bottomed out deep inside my pussy as he brought his hand beneath my body to pluck my clit just right.

In no time, Janice and I collapsed together, tangled in a post-orgasmic heap.

But once we caught our breath, Mitch screwed Janice, while Janice used a vibrator on my pussy and rammed her fingers into my asshole. (That was wild. Thanks to her introduction to anal, I ended up getting butt-fucked on my next business trip by a strapping salesman—and loved it!)

That night, our naughty fun continued well into the wee hours. But true to form, Janice made sure we were both on time for our morning meeting—and that Mitch was penciled into our schedule for each subsequent evening that week.

-B.V., Phoenix, Arizona

With a little hustle and some luck, a double can easily become a triple. We would like to hear tales of your titillating trios. Mail your letter to: *Penthouse Letters*, Department T, 8944 Mason Avenue, Chatsworth, CA, 91311. Or you can email it to: letters@penthouse.com.





HOT SWAP

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“WHAT LOOKS BEST ON ME?
I THINK THAT'D BE LELA!”

—CELESTE











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THE BUDDY SYSTEM

Scott reconnects with his sexy older neighbor, who brings along a hot new friend to their risqué reunion.

By Miller Hundem

During Spring Break, I went back home instead of going to the beach like so many of my classmates. My folks decided to have a party while I was there and invited most of the neighbors.

I'd been told Rose would be attending, which piqued my interest. Of all the girls I'd dated at college, not one of them could hold a candle to Rose, the married cougar who lived across the street.

She and I had messed around with one another before I'd left for college. She was in her mid-40s and had the kind of body that only improved with age: more muscle, less fat and a better tan. She was hot—and she knew it.

Several days a week during my last semester of high school, I worked at a part-time job after going to classes until midafternoon. Additionally, every so often, Rose would have me come over and do odd jobs if her husband, Roger, was not around.

She was always dressed to kill, and everything about her radiated sex. She had short brown hair, blue eyes and full lips, and her body was sublime—exquisitely firm yet shapely. In the summer, she'd often wear white short shorts, showing off the beautiful legs she maintained with hours of yoga and Pilates. She never wore panties, so I could always discern a noticeable hint of her slit as her tight shorts got jammed up into her crotch.

Fortunately, I could see her home's front door from my room across the street. I'd linger at my windowsill after the mail carrier's arrival, just to see her jog up to the mailbox and fetch the mail. Since that was usually her pool time, she'd often wear a skimpy bikini

that allowed her full breasts to bounce enticingly as she ran up the walk. After catching a glimpse of her bronzed flesh, I'd lean back, stroking my cock and wishing for the chance to get her alone—and one day I finally did.

I'd shown up a bit early one day when she was home alone and had asked me over to do a simple home repair. But before I could get started on my task, she'd asked me for another favor.

"Of course, I'm here to help," I said, following her without question.

"SHE GROANED AS SHE SWALLOWED MY LOAD, FINGERING HERSELF FRANTICALLY."

I walked a few paces behind her, but I couldn't take my eyes off her. She was wearing a formfitting, short blue dress that made my mouth water. Her stride was controlled, determined and confident. I was mesmerized.

In the master bedroom, she opened the closet door and pointed, asking me to get a pair of shoes from the top shelf.

"I just can't reach them on my own. Here, I'll show you."

I must have had a look of disbelief on my face because she pursed her lips, gave me a wink and proceeded to climb the ladder. At first, I assumed she was

just trying to point out which shoes she desired. I was wrong.

At the top of the ladder, she reached out as far as she could, but the box was just out of her reach. But my eyes didn't linger long on her outstretched arm because I realized she wasn't wearing panties. Her cunt was right there, mere feet from my face. There was no G-string to be had, no silk or satin or cotton. My eyes drank in the sight of her naked ass and exposed pussy. There appeared to be a small tuft of brown hair covering her mound, but the rest of her slit was as smooth as her legs. She had thick, full cunt lips that looked like a split-open piece of meaty fruit. In my mind, I imagined letting my tongue explore her folds while she held my head in place.

"See?" she asked.

I thought the word "yes" and tried to say it, but nothing came out. So I nodded in response.

"You're so much taller than me. You should be able to reach them. Usually Roger would get them for me, but he's not here."

She descended, smiling knowingly at me. I got on the ladder, scampered up and quickly grabbed the shoes. As I was coming back down, I felt her hands on either side of my waist.

"I don't want you to fall," she said, her voice filled with false concern.

I felt her fingers wandering, stroking over my abs, which had tensed upon her touch. Once I was back on the floor, I handed her the shoebox, and from it, she withdrew a pair of four-inch blue velvet pumps that matched her dress.

"Usually after Roger gets my shoes, I ask him how I look in my outfit, and depending on the answer...well..." She smiled seductively, and I quickly



realized what she was implying.

She stood there with her perfectly manicured fingers resting on her shapely hips, well aware that I knew her pussy was bare beneath her dress.

"But he's not here, so I'll have to ask you. How do I look?"

I took a breath and couldn't think of what to say. She was unlike any other girl who'd ever come on to me in my mere 18 years. She was a real bona fide woman who had decades of sexual experience.

"You're beautiful," I responded, my dick stiffening as she moved to within a breath of me. She stood so close, I could smell her—could feel the heat of her.

"Good answer."

In a flash, her hands unbuttoned my pants and she slipped a hand around my steely cock. Her fingers were soft and warm against my hardness, and she

gripped me with lustful intent.

She squatted down before me, her short dress riding high on her thighs. I could smell the scent of her aroused sex, pungent and musky. One of her hands cupped my balls, while the other reached down to rub her clit.

"I've been watching you from my bedroom window, Scott. You mowing the yard without a shirt on. I've always wanted to suck you off."

With that, she gripped me at my base and enveloped my cock with her hot, wet mouth. I groaned, not believing that this hot, older woman was actually blowing me.

She started on my cockhead with a gentle, constant pressure and then swallowed me completely until I felt the tip of my dick deep in her throat. Her tongue roamed the underside of my shaft until it hit the base, teasing me there with

ticklish flicks. She totally devoured me like she hadn't had a cock in months. She moaned, and the deep rumble of her voice helped stoke my passion. She looked up at me, her eyes intense and hungry. The sight of her, combined with her oral skills, made me come in her mouth. She groaned as she swallowed my load, fingering herself frantically and making herself climax seconds after I did.

I could barely breathe as I heard the slightest hint of the garage door opening downstairs—Roger!

Rose gave me one last quick lick, tucked my spent cock back into my pants and offered me her juice-covered fingers to suckle, which I gladly did. She tasted pungent and sweet, and the flavor made me want her even more.

She ducked into the adjoining bathroom, and I panicked, realizing Roger could come upstairs at any

EROTICA

second. There was only one way out, and by the time I was halfway across the bedroom, the door opened.

"Hey, uh, Scott? What're you doing here?" Roger asked, looking confused.

Just then, Rose came out of the bathroom.

"Thank you so much—you've fixed it! It works like a charm now."

Roger looked confused. I must have, too.

"What works like a charm?" he asked.

"Oh, the toilet. It kept running, but Scott knew just how to tweak the flappy thingy."

She was good; I'll give her that.

"And then he was kind enough to get my shoes for me," she added, pointing to her blue pumps. "You know I can't reach that top shelf."

Roger nodded in agreement. "Now that you're all ready for dinner. Shall we?" he asked, offering his arm to his beautiful wife.

They walked downstairs as I followed, watching the gorgeous twitch of her ass as she descended the steps.

I told them I hoped they had a nice night out and headed home, feeling as if I'd had the most incredible wet dream. But it was all real.

Rose and I had carried on like that for several months before I'd left for college. But our affair was only oral. I'd never been allowed to plow her pussy.

The day before I left for campus, Rose and I had gone for a walk in the park. There was a retaining wall on the creek side of the path that hid us from the view of nearby neighbors. I offered to go down on her, but she insisted on giving me a good-bye blowjob that was so intense I nearly passed out from the pleasure.

That was the last time I'd seen her. So when I glanced out my window the night of the party and spotted her strolling arm-in-arm with a young woman on the walkway leading to my parents' house, I felt my groin rumble with the memory of being thoroughly drained by her ravenous mouth.

I took a quick peek across the street, and I saw Roger locking up their home

before casually making his way to the party by himself. I rushed downstairs to greet the women.

"Scott, so good to see you," said Rose cheerfully. "This is May—our new live-in nanny."

Rose winked at me and motioned with her eyes to the young woman, as if to say, "She's hot, yes?"

May held out her hand, which I shook gently to welcome her. I suddenly realized Rose was presenting her to me as a potential playmate! I didn't really know what to say, so I just turned and watched as Rose and May walked over to say hello to my folks.

I made the rounds, greeting all and sundry, and chatted about goings-on at school with whomever seemed interested in such things. Roger was organizing a poker game that would stretch into the wee hours of the morning and asked if I wanted to join in, but I declined. He shrugged his shoulders and left, heading home to prep for his poker buddies.

I went out onto the patio to smoke a cigarette, and as soon as I'd lit up, May joined me.

She was beautiful—well-defined cheekbones, full lips and a body that knew how to move. She oozed sexual energy. I could tell from the way she'd interacted with Rose that they'd already tasted one another. I imagined Rose's tanned, toned legs parted wide, her face twisted in utter ecstasy as she pinched her own nipples, while May ate her aroused pussy.

"So what corner of the world do you hail from?" I asked May.

"Give me one of those, and I'll tell you," she replied, nodding toward my smokes.

I offered her a cigarette and lit it.

"Maine," she said, answering my question before knocking me for a loop with: "Rose tells me you have a handsome cock."

I almost made a joke. But she looked serious, and I could tell I needed to get



with the program—otherwise I might never see her naked. And, boy, did I want her naked.

She moved in closer, and I felt her hand on my cock, her fingers exploring my erection through my clothes. Her perfume smelled sweet and mingled with the cigarette smoke, creating a heady scent.

"You have a room here, yes?"

"Uh, yes," I said. "I live here—at least sometimes."

She pulled the cigarette out of my mouth, took a last drag from hers and stubbed them both out with a high-heeled foot.

"Show me," she said, taking me by the hand.

By then the party was in full swing and everyone was too drunk to care where we were going. We slipped past everyone without raising an eyebrow.

As soon as I opened the door to my room, May was on me, her mouth mashing against mine. She was a fantastic kisser, too, moving slowly and deliberately, as if she'd been waiting her entire life to lock lips with me. Her body was slender and toned underneath her thin dress, and my hands roamed over her hips up to her full breasts. She turned, and I found her zipper, yanking it down quickly. The dress fell to the floor, and I saw she was sporting a pink G-string, the back strap of which was nestled between her shapely ass cheeks.

May turned back around and pushed me onto my knees in front of her. I could smell her aroused sex, my nose mere inches from her cunt. I breathed in her scent, wanting my cock bathed in her juices. I slid a hand up the inside of her thigh and felt her shudder. I felt the heat from her center more intensely as my hand crept closer to her pussy. I stroked her crotch, finding she was so excited, her panties were soaked. I slid off her G-string before she pulled me up to remove my shirt and pants. My cock was achingly hard, even before I felt her hand



"I FELT ROSE'S DEFT HANDS EXPLORING MY EXPOSED BODY AND HARD COCK."

on me, pulling me toward the bed.

She sat on the mattress for a moment and looked me over. Her nipples were erect, and her smooth skin was perfection. I tangled my fingers in her black hair as she leaned toward me and enveloped my shaft with her mouth. She alternated long and slow licks and kisses with hard and intense suction, eerily similar to the way Rose had orally worshiped my cock. Just as I was starting to wonder

if she and Rose had ever fucked Roger, the bedroom door opened.

Rose was standing there, lit from behind by the hallway light, her cocktail dress dangling from her finger. She was entirely nude but for her high heels.

May stood up, turning me around and pushing me down onto the bed, so I was on my back. Rose closed and locked the door a second before May straddled my face, her dripping pussy just inches from my mouth. She moved her hips back and forth in front of me, keeping her snatch at a distance. She cupped her tits, pinching her nipples and looking down into my eyes.

"I want your tongue," she said

By then my mouth was watering for her.

May lowered herself until my lips were on her slit, and I could feel the heat emanating from her swollen pussy. Her honey was thick and seemed to ooze out of her in great luscious gobs the more she dropped her weight down onto my face. I felt Rose's deft hands exploring my exposed body and hard cock with such attentiveness I

EROTICA



could tell she'd missed me.

My favorite cougar's mouth found my dick, and as I ate May's box, I hoped that night I'd finally get to experience Rose's incredible pussy and give her an orgasm like no other. I lapped away at the nanny, while Rose continued to blow me. The suction of her mouth on my dick was unbelievable, and the way she fondled my balls sent tingles of pleasure up my spine. Without any warning, Rose took my cock deep, swallowing my shaft in its entirety. I ate May with more fervor, trying to hold on and not come too soon.

Losing myself in the moment, I surrendered to Rose's expert mouth and suckled May's clit in a tempting rhythm. The younger woman whimpered and shuddered, letting out a long groan as her orgasm broke and consumed her. She fell off to the side, and Rose pulled me up for a sticky kiss, pumping my spit-slick cock with her hand. I kissed her, letting her taste May on my lips.

I pulled back to look in her eyes, telling her I needed to be inside her pussy, and she smiled.

May was now watching us, idly stroking her snatch. Rose glanced at her, and May reclined on her back. Rose got on her knees and raised her taut ass in the air as her mouth found May's dripping pussy. I watched Rose finger May and suck on her clit for several beautiful moments. Then I got behind her and brought my cock to the entrance of her pussy. Rose moaned, and I looked up to see May's face was a mask of sheer ecstasy. The three of us were soon to be connected in one erotic circuit.

I felt the wet, welcoming heat of Rose's sex as I advanced inside her.

"Oh, yes, Scott," she moaned, raising her head from May's slit. "Fuck my pussy."

I pushed inside her, and Rose seemed to be savoring the sensation as much as me. She held herself perfectly still

as I impaled her on my rod and began to ream her. I increased my pace pretty quickly, my breath ragged. I felt like I was quickly losing control.

"Don't come too soon. May needs to feel your cock, too."

It took a Herculean effort, but I managed to pull out of Rose. May positioned herself on her hands and knees, casting a sexy glance over her shoulder. She raised her ass up high in invitation, and I answered her call, sinking my dick into her cunt.

Rose scooted down so her face was directly underneath May's pussy. I looked down in between deep strokes to see Rose admiring the view. Then she began to tongue May's pussy as I fucked her, alternating between swabbing May's clit and my pistonning cock. Rose stroked my balls as she did this, and I felt as though I might come at any moment.

Several minutes later, Rose urged me to withdraw from May by saying: "I want you to come inside me."

"MAY FLIPPED OVER, RUBBING HER CLIT WHILE SHARING KISSES WITH ROSE."

May flipped over and began rubbing her clit while sharing kisses with Rose. Eager to get fucked again, Rose parted her legs to expose the tempting target of her pussy. I moved toward her as she broke from May's lip-lock. I brought one of her feet to my mouth and tickled her toes with my tongue before draping her ankles over my shoulders. She watched my cock slide into her. Her tits jostled wildly with each of my plunging motions. I fucked her deeply and could feel her orgasm building inside her. The closer she came to climaxing, the tighter her pussy gripped me. After several minutes, she came with a long, slow, deep groan. Her pussy began spasming, and her body shook. Then I came hard inside her, releasing thick spurts of cream.

No sooner had I pulled out of Rose than May's mouth was on me, slurping up the remnants of our combined juices.

"You two taste fantastic together!" May exclaimed.

Rose pulled her in for a sloppy kiss.

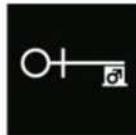
"Mmm...yes, we do," she said.

Afterward, the three of us lay in my bed, sharing a cigarette. Then I watched as both women got up and dressed without a word. They each gave me a kiss before they left.

I rose from my bed and watched them walking across the street, holding hands.

I was already looking forward to summer. 





LETTERS

▼ MY MOST UNFORGETTABLE LAY

INNS AND OUTS

At a bed-and-breakfast that caters to swingers, everyone leaves their reservations at the door.

On a Thursday afternoon about a year and a half ago I drove down a long paved, driveway with my longtime girlfriend, Kia, sitting beside me. The closer we got, the more it seemed we were traveling back in time a century or two. The blue and gold Victorian mansion we approached was huge. Its multiple gables, scalloped shingles and two enormous turrets shone brightly in the sunlight. The house had looked impressive on the inn's website, but seeing it in person was something else. Kia gestured toward the conifers lining the driveway.

"Those must be the yew trees they mentioned on the site," she said.

"Oh, the trees are a thing?"

"Duh, George. Didn't you read the details online? There was a whole history there."

"I was too busy thinking about the history we're gonna make," I answered.

Okay, straight up: Kia and I are swingers. We've been in the scene for a decade, and we're always looking for opportunities for new sexcapades. I'm an average Joe of 41. If people are attracted to me, it's because of my fun-loving personality. Kia, though, is a stunningly beautiful natural blonde of 34 with a trim, athletic body. Lifestyle friends tolerate me. They adore Kia.

A few years ago, we began seeing ads for this inn. They popped up on lifestyle-friendly sites. Then we began hearing about it from Jen and Del, a swinging couple we've been friends with for several years. They lived only 50 miles from this spectacular Queen Anne-style bed-and-breakfast. Del described its elegant rooms, immaculately landscaped grounds and endless opportunities for naughty fun. The inn had once been the home of

a local timber baron. Located just off a major freeway in the Pacific Northwest, it's situated a few miles from a big casino, with several hotels and a convention center nearby.

Kia's job is what had brought an opportunity for us to stay within this hub of activity. She works in hospitality, and a major trade convention was scheduled at the center that week. We live about 300 miles away, but when we realized that the inn was located near the convention

"Welcome, my dears!" she trilled. "You couldn't have picked a more gorgeous day to visit."

We chatted awhile, but she said nothing about swinger stuff. Jen and Del had explained to us that Ella and her husband, Phil, kept the sexier components of the place on the down low. The website billed the inn as "a place where loving couples can rekindle the flame." That tended to keep families with large broods away from the premises. Still, unsuspecting "vanilla" couples sometimes showed up at their doorstep.

Del stressed that discretion was the name of the game. Yes, lusty shenanigans went on behind closed doors, but those doors were made of heavy oak. The walls were 99 percent soundproof. A full-tilt orgy could be happening one suite over, but you'd likely never hear a peep.

We'd hoped Jen and Del could join us that weekend, but they had family obligations. Their daughter had a high-school speech tournament that week, and they were signed up as drivers and chaperones. "Another time," they told us.

Our first afternoon was uneventful. After we unloaded our things in a commodious, beautifully appointed suite, we drove to the convention center. Kia registered for the conference, then we checked out the casino for a half hour or so and enjoyed cocktails and dinner. It was late when we got back to the inn. We felt sexy in the huge bed with its luxurious linens. My tongue tickled Kia's sweet clit, then she reached for her vibrator and brought herself to a quiet orgasm. She sucked my cock for a while after that, but I was just too sleepy. We both drifted off into contented slumber.

About 6 a.m., I remember vaguely hearing Kia's alarm, followed by the sounds of her showering, dressing and

**"HE LET GO
WITH A LOUD
GUTTURAL
SOUND AS HE
EXPLODED IN
HER PUSSY."**

center, we made a plan: Kia would attend a few meetings at the conference, and we would see what trouble we could find at the inn after hours.

The large, ornate front door was propped open as we approached the entrance. Inside we found the establishment's hostess, Ella, seated behind a mahogany writing desk. Having seen her picture on the website, I recognized her immediately. She was a cheerful, buxom blonde. Her fuzzy sky-blue sweater showcased her curviest attributes. She was well into her 60s, but still a knockout.

"We're Kia and George," I said. "We spoke with you on the phone."

heading off to the conference. I remained pretty much dead to the world until about nine o'clock when I woke up thinking about breakfast.

In the dining area downstairs I found a chatty couple who seemed to be in their mid-70s. Ann and Walt quickly introduced themselves. Soon a short, wiry man of about 60 appeared to take my breakfast order. I recognized him as Ella's husband, Phil.

"Glad you found the joint!" he said enthusiastically. "I met your better half this morning. Sorry she didn't have time for breakfast with us. Lovely lady!"

Soon three newcomers joined us: an attractive 20-something couple and a 50-ish single man, who turned out to be a longtime friend of Ann and Walt. The young couple—Gina and Brett—were both short of stature. Gina was an Italian-American brunette, with a killer body and a gorgeous mane of wavy hair. Brett, on the other hand was fair-featured, with a wrestler's build.

We all got to know one another as we enjoyed the leisurely, elaborate breakfast. Ann and Walt were celebrating their 50th wedding anniversary.

"We wanted to go somewhere really romantic," said Ann. "The brochures don't do justice to this place, do they?"

"I'm their chaperone on this trip," said their pal Perry, with a gleam in his eye. "I can't let them get into trouble they can't handle."

"You see what we have to put up with?" said Walt. "Perry expects us to have lights out at 9:30. He doesn't want us to have any fun at all."

Gina and Brett were also celebrating a wedding anniversary: their first.

"We thought about visiting colonial Williamsburg," said Gina. "This place sounded a lot more...interesting."

I kept wondering who among us knew about the sexier side of the inn. Nobody said anything explicit, but every sentence spoken over breakfast seemed



LETTERS

▼ MY MOST UNFORGETTABLE LAY



as if it were laden with innuendo.

As we finished eating, we all agreed to meet at one o'clock near the pool at the back of the mansion for some sunbathing. There was also a large hot tub on the adjacent deck.

"If you didn't bring a swimsuit, we can take care of you," said Phil.

"I've fallen for that line before," said Ann, giggling. "I won't say what happened."

The pool turned out to be larger than I'd expected, and the lush landscaping around the deck was as impressive as the rest of the place. Soon we were all sprawled on beach chairs, soaking up the late-spring rays. All, that is, but Ann and Walt, who shaded themselves under a striped umbrella and were forever applying sunscreen to their arms and legs.

Apparently, Gina and Brett were sun worshippers as well as gym rats. Their bronzed, toned bodies could have belonged to magazine models. Gina was enticing in her zebra-striped bikini. I lay on my stomach to hide the erection that her near-nakedness had provoked.

Perry, who'd taken the deck chair beside mine, told me all about Ann and Walt. They had been best friends of his former landlord, who was now deceased.

"KIA'S BREASTS BOUNCED AND SWAYED MADLY AS HE SLAMMED INTO HER."

"They're quite the adventurers," he added. "Don't let their 'grandma' and 'grandpa' exteriors fool you."

Finally, I thought. *Here's my chance to mention the elephant in the room—or, rather, the one on the sundeck.*

"I was wondering about them," I said. "I'm surprised to find senior citizens here. I know this place has, you know, a reputation."

"Hell, they've been swingers for decades," said Perry. "They're semi-retired from the scene, but they still like the vibe."

He then filled me in on all he knew about how things stood. He, too, liked to swing, but he was currently un-partnered and going stag. He had just met Gina and

Brett and had learned they were definitely wise to the scene and up for more than just a romantic anniversary.

"I think they might go for you and your girlfriend," he added. "Gina's had her eyes on you since breakfast."

On hearing that, I had to think of worldwide famine to keep my penis from stiffening further.

But I didn't need that distraction for long. Soon after, out came Ella, making a grand entrance, wearing revealing swimwear—with fringe, no less! Christ, the woman had big tits. She brought a large pitcher of lemonade, and a bottle of vodka to spike it. Everyone imbibed, even Ann and Walt, who were soon napping peacefully beneath their umbrella.

Perry eventually invited all of us—including the recently awakened older couple—to join him in his private suite in a half hour or so for another round of drinks and munchies.

"We're definitely in," said Brett. "You joining us, George?"

I was thinking of Kia, wishing she were not at the damned conference. Gina seemed to read my mind.

"Too bad your girlfriend can't join us," she said.

"She'll be back later in the afternoon."

"That's good. Poor thing—off working, while the rest of us are having fun. You should come along."

"For a little while," I said, relenting.

"Ann? Walt? How about you?" asked Perry.

Walt gulped down the last of his lemonade cocktail. He smiled cagily.

"You young folks go have your fun," he said. "Ann and I will put ourselves in Ella and Phil's capable hands."

He stared into the distance. His eyes were fixed on Ella, who was sauntering back out on the deck, bearing another pitcher of lemonade. She strode like a post-menopausal version of the "Girl from Ipanema."

"I'm sure they've got some old board games stashed away for you somewhere



in that big barn," said Perry to Walt, teasingly. "Candy Land? Operation?"

"Something like that," said Walt, adjusting his walking shorts, which seemed to have bunched at his crotch.

An hour later, I was sipping a martini in Perry's suite, watching as Brett and Perry sprawled on the king-size bed, nuzzling and kissing Gina. All three of them wore white terry-cloth robes and nothing else. I was in my shorts and a T-shirt.

"You're welcome to join us, George," said Gina, already in the throes of excitement.

"That's okay," I said. "I won't play if Kia's not here."

I'd been tempted by the bad angel sitting on one shoulder, but the good angel on the other had won out.

Earlier, when I'd left the deck to go back to my own suite to shower, I'd texted Kia to let her know of the afternoon's intriguing developments. "Won't do anything w/o you," I'd thumbed.

"Wouldn't blame you, but damn, wish I

was there," she texted back.

"No worries. Sure we'll get chance later," I replied.

Kia sent back a smiley-face emoji.

"I can leave you three alone, if you want privacy," I said now, to the three horny people on Perry's bed.

"Don't be silly," said Gina. "Stay. Watch. Enjoy. Brett and I like being ogled!"

Soon all robes were discarded. Brett and Perry feasted with gluttonous abandon on Gina's sumptuous breasts, which had a sharp tan line running an inch or so above her pretty pointed nipples. As the guys kissed and tongued her mounds, their stiff dongs bobbed eagerly. Eventually, Perry moved to the foot of the bed, so his tongue could lap at Gina's drooling crotch. He stroked the small manicured patch of hair above her slit before concentrating his mouth's efforts on her hard clit. She shuddered a little as he sucked the magic button. Brett, meanwhile, had moved his hard-on up to her face. She flicked at the knob of his

prick with her deft tongue.

"You like what you see?" Gina asked me.

"God, no. It's terrible," I deadpanned ironically. "It's blinding my eyes."

The guys shifted so both their dicks were in reach of Gina's hungry mouth. She licked a glob of pre-come from the slit of Perry's erection, which by my estimation had to have been an eight-incher. She sucked one man's cock, then the other's, lavishing them with lusty attention.

The blowjobs went on for a minute or two, and then the condoms came out. The trio segued to a DP situation. Perry lay on his back so Gina could straddle him. Brett was driven to distraction by this, and his helmet-headed dick was soon thrusting roughly into her pert butt hole. Moans grew louder until the boys erupted—Perry first, Brett seconds later. Then Perry got off the bed and watched attentively as Brett brought Gina to a squirming orgasm with his hand.

LETTERS

▼ MY MOST UNFORGETTABLE LAY



I had never felt hornier in my life than I did after their show was over. The three performers, however, were exhausted. They collapsed in a pile on the big bed.

"Thanks guys," I said quietly. I slipped out of the room and headed back to my suite.

Kia returned from the conference an hour later.

"Sweetie, I need you to finish what you started last night," I said, referencing her unfinished blowjob. "I'm as randy as a sailor in a cathouse. Pretty please?"

She smiled and unbuckled my belt.

"Pardon me if I don't last very long," I said.

Kia, however, managed to keep the blowjob going for a good 10 minutes or so. She did this routine where she starts by teasing the tip of my penis with her tongue and then gradually takes more and more of it into her mouth until finally she's deep-throating me like a veteran porn diva. Pushing my member to the back of her throat, I felt the surge erupt. I pulled out just in time to blast several jets of hot semen onto her pretty face. She wiped a dollop from her eyebrow with her finger and savored it.

"You're beet red," she said afterward. "Did you forget your sunscreen in all the excitement today? How unfortunate."

"I'm burning with passion, that's all," I said, wiping the rest of the semen from her face.

That evening, Kia and I had a romantic dinner at a restaurant a few miles down the freeway. Then we went to the casino again to hear a jazz combo at one of the lounges. It was past 10 when we arrived back at the inn. We decided to go down to the deck and relax in the hot tub.

We donned our swimwear and flip-flops and grabbed our towels. When we passed the dining area, we found Ella sharing a bottle of wine with Ann. I'd told Kia about the old-timers' likely fourway with Ella and Phil, and now she suppressed a giggle as she said hello to the two women.

"The hot tub's all fired up," Ella said. "Y'all don't need your swimming togs, ya know?"

The lighting on the deck was like something from a movie. Strands of electric lights on the yew trees made the water in the pool and hot tub sparkle.

"I'm following Ella's order," I said, shucking my swimming trunks and easing into the bubbling water.

"I think it was an option, not an order," said Kia sardonically. She removed her bikini top but left on the bottom portion of her suit. Her small, beautiful breasts

"I PULLED OUT JUST IN TIME TO BLAST HOT SEMEN ONTO HER PRETTY FACE."

appeared to float tantalizingly in the churning water. We sat back together, closed our eyes and enjoyed the cool breeze that wafted over the tub and made the cool air steamy.

"Here's George!" said a female voice. "And this must be Kia."

It was Gina, wearing her terry-cloth robe and nothing else.

"The working girl finally decided to have some fun, huh?" teased Brett, who also wore his white robe.

When the introductions were over, the robes came off, and the naked duo climbed into the tub to sit across from us. The color of the lights shifted, bathing their smooth skin in hues of blue and purple.

We made small talk for a while. Gina and Brett took to Kia the way most people do. Occasionally, I felt Gina's toes brush my shins, and eventually we had quite the game of footsie going. My hard-on made yet another appearance. It was certainly becoming a persistent little visitor there at the inn.

Soon, it was clear that Kia and Brett were also playing some kind of submarine game. Before long the four of us had clumped together in the center of the water, our limbs in a hot tangle.

"What do you say we take this inside to our suite?" Brett suggested. There were no naysayers.

We dried off, covered ourselves and

crept back into the mansion. A light was on in the dining area, but Ella and Ann were gone. Their empty wine bottle was left behind on the table.

Ten minutes later, four hungry, naked bodies were pleasuring one another on the bed in Brett and Gina's suite. We'd all showered quickly in their bathroom, but our skin was still scented with chlorine—a sexy, summery aroma.

I lay on my stomach, feasting on Gina's hot, juicy cunt as she sprawled in front of me on her back with her legs spread wide. Kia, meanwhile, straddled Gina's face, grinding her twat onto her new friend's mouth while she simultaneously sucked Brett's thick prick. We were one big pleasure machine, with all of our working parts oiled and operating in perfect synchronization. I gradually became more aggressive, slathering Gina's clit furiously with my tongue. This made her munch Kia's snatch with increased vigor. Kia's ignited passion, in turn, led her to suck Brett harder. He grunted as he thrust his rod deep into her throat.

Then we found condoms and paired off for the main event. I screwed Gina in missionary position, while Brett took Kia doggy-style. Gina's vagina was sloppy with her love juices and my slobber, and I felt an intense orgasm approaching. I was pushed toward the brink watching Brett fuck my girlfriend vigorously. His hands were on her hips as he pulled her back to the hilt of his rigid sex-sword. Kia's breasts bounced and swayed madly as he slammed into her with the abandon of a lust-crazed Viking warrior. He'd seemed like such a nice, quiet guy before. It turned me on that Kia had transformed him into a wild man. He let go with a loud guttural sound as he exploded in her pussy. Within seconds, I ejaculated in Gina's wet hole.

The four of us spent the night in that bed together and had another round of sex in the morning. Gina and Brett then reminded us that they needed to pack



up and leave. They were headed north for the rest of their anniversary trip. We were sorry to see them go, as we were staying one more night at the inn.

It was quiet at the breakfast table that day. Perry, Ann and Walt had also left earlier that morning. Kia and I had a pleasant, polite chat with Ella and Phil.

All of a sudden, I felt someone place their hands over my eyes, and I heard a female voice say, "Guess who!" A man's voice said the same thing to Kia.

It was our old friends Jen and Del! It seems their daughter's speech team

had crapped out at the tournament, and they were free to cut out. They'd checked in late the previous night.

It would take as many words as I've already used to tell you what went on among the four of us in the following 24 hours. So I'll have to leave it to your imaginations. Suffice it to say our gracious hosts Ella and Phil did everything imaginable to make the rest of our stay a memorable one. They get a five-star rating for sure!

-G.J., via email



WET DREAM

AFTER SASHA AND SANDRA ARRIVE, THREE IS
UNDOUBTABLE A MAGIC NUMBER.





“NO ONE CAN CAST A SEXY SPELL
LIKE ME AND SANDRA!”

—SASHA









A black and white photograph of a woman's back and shoulder, with her hair flowing down her back.

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LETTER OF THE MONTH

JOB PERKS

A newly promoted executive celebrates in style with her younger colleagues—one of her favorite fringe benefits.

I remember exactly what I was wearing the day I was promoted: a fitted black wool blazer covering a sheer silk blouse in cream; my favorite black tailored skirt that fell just above the knee; barely there stockings and my highest heels in beige. My tapered waist was hugged by that jacket and skirt, and my legs looked about a mile long. It was a good day to mark my first major career success.

After years of hard work, I now had the keys to a corner office. I had promised myself I'd make it by the time I'd turned 40. I was two years ahead of schedule.

At the meeting in the main boardroom, where the announcement was made to the rest of the hundred-strong team, I bowed my head in modesty. Once the cheers had subsided, I moved to the head of the room and clicked on the digital projector. My presentation was as big a hit as the announcement, it seemed.

As one of only three women at the firm to reach this level of power, and the youngest at that, I had worked hard and smart to win my rightful place in the corporation. I had paid my dues. And now it was time to reap the rewards.

A young MBA named Charlie was the first to approach me as the meeting dispersed.

"I really liked what you had to say today," he told me. "I have some data I think will help you solidify your plans for growth. Lunch tomorrow?"

I'd worked with Charlie since he'd joined the firm three years ago. He was smart. He was a go-getter, and he was speaking the exact words I wanted to hear. We both entered the lunch appointment into our calendars. When he looked up and smiled, I knew he was thinking exactly what I was: the restaurant in that downtown hotel where we usually met was the only place that would do.

"I'll make the reservation," he said. I nodded and smiled.

Suddenly, at my elbow was another young upstart named Sophie.

"I am just thrilled to be working with you at the helm," she said. And because I couldn't detail then the plans I had for her—playing favorites in public was not wise—I said, "Let's grab a working dinner together tomorrow night. You free?"

That night I needed to celebrate with Mitch, my boyfriend. The next night was soon enough to begin securing my

arm from behind his back to reveal a bouquet of flowers.

Mitch was a dozen years younger than me and very, very hot. I had picked him up at the bar in this very same eatery four months ago, where I'd rented a hotel room for a staycation—during which I planned to party with whatever young cub I could lure into my lair. I'd leaned toward him while sitting on a nearby barstool to say, "That girl you're with is far too juvenile for you."

"Yeah?" he asked. "What are you proposing?"

I slipped him the extra key for my room as I whispered the room number, had another gin martini and then headed back, wondering if I'd get to teach an athletic 20-something some new moves that night. Alone in the elevator riding up to my floor, I slipped my hand into my panties to finger my pulsing clit. Even if he didn't show, fun was still on the menu. I had my favorite sex toys at the ready.

I poured myself a drink from the mini bar and opened the database I was working on.

I'll distract myself, I thought. I'll give this guy an hour.

But I couldn't wait for him. Thoughts of what I could do with that boy's body had made my pussy wet. I stripped down in front of a full-length mirror and angled one foot atop the bed. Heels still on, I opened my legs wide and reached for my toys. I slid a gently rumbling vibrator over my clit, shivering with delight, and slowly slipped a faux cock into my cunt. The lips of my pussy spread to allow its entry, and I angled the plaything and pushed it deeper, imagining how I'd enjoy that boy if he showed up.

The phone rang.

"This is the front desk. I have a young man in the lobby saying he found your

"I PULLED THE DILDO OUT OF MY SNATCH, EXPECTING HIM TO TAKE ITS PLACE."

A-team and solidifying my alliances—and have some fun.

As soon as I got to my light-filled office, I kicked off my heels and put my feet up on the other Danish-designed chair in the room. "Meet me at Max's," I texted my boyfriend. "At 6:30 p.m."

"You got news?" he texted back. I let his question hang.

When Mitch walked into the restaurant that night, he could see the answer to his query on my elated face.

"You got it!" he whispered excitedly in my ear as he wrapped his arm around my waist. "You are so fucking sexy when you win," he said, pulling his other

cell phone. Did you lose it earlier?"

Grabbing my handbag off the side table, I confirmed that it was missing and said I'd be right down. I quickly dressed and headed for the elevator, flushed and very much in need of a proper fucking. Mitch was leaning against the front desk, making the blonde concierge smile and giggle as I approached.

"I can't thank you enough for this," I said. "How did you know it was mine?"

"I noticed you left it behind on the bar," he said.

"Let me buy you a drink." We both smiled at the front desk girl and headed for the lounge. But once out of view, I pulled him toward the elevators. "Why not just come up? Did you lose the key I gave you?" I asked.

"I wanted to see you in public again first, I guess." The elevator arrived, and once in, he said, "Turn around for me? I fucking love your ass."

"Where's your girlfriend?"

"I have no idea—and she's not my girlfriend."

I had left my room in such a hurry that my dildo and vibrator were still sitting on the bed, and he spotted the discarded toys as soon as he stepped inside my room. I reached for them, laughing.

"I wasn't sure I'd see you tonight. Sometimes a girl's gotta take matters into her own hands."

He laughed, but I could tell he was also excited by the idea that I'd been playing with myself while waiting for him.

A few months ago, I had made a similar proposition to a beautiful young guy in a hotel bar in Chicago. When he knocked on my door, I opened it as far as the safety chain would allow. He said hello, and I angled my bare breast and already hard nipple into his view before closing the door again, sliding off the latch and opening the door wide. He stepped in and reached for me as he unhitched his belt and pants. He was energetic in the sack, but he had no finesse. He rushed to get himself off, and our hookup left me



LETTER OF THE MONTH

unsatisfied. But my first encounter with Mitch was very, very different. He oozed confidence and looked intent on taking his time with me. I thought, *If this boy's initial moves are any indication, we're about to have a lot of fun.*

I walked to the desk and put my paraphernalia down, then reached up to loosen my hair from its updo. Mitch casually leaned against the wall and watched my every move. I unzipped my jeans and began unbuttoning my silk blouse, my thick brown hair falling over my shoulders.

I love fucking different people. If you listen well, they tell you what they want right away. And if you give them a little taste, it opens a universe of possibilities.

I could tell he liked to watch, and I wasn't going to deprive him of that pleasure. I walked over to him first, though—because what was the harm in adding a little touching to our foreplay? I guided his hand into my panties.

"Feel how wet I am already?" He

moaned a little and turned me around to caress my ass. I pulled away, walked back to bed and reached for my dildo. Now my gorgeous boy would get a real show.

I slid my jeans and panties off before leaning over the desk. I was teasing him and pleasing myself by plunging the toy in and out of my hole, but I could barely wait for him to show me what he's was packing and fuck me hard. I drew out the moment, though, heightening our anticipation.

I turned my head to see where Mitch was. Still in position by the wall. Still watching. Still smiling.

"The vibrator. I want to see you play with that," he said. I was thrilled. He wasn't just a watcher, after all. He wanted to direct the action. I did as I was told.

I know how to obey commands. I turned around and sat on the edge the desk. I spread my legs and ran the vibrator over my clit. My thighs were glistening with the juices that had streamed from my cunt. But then I cast

the toy aside to strip off the rest of my clothes.

I needed him to see my tits. *You like to watch? I thought. I like to be seen. We're a match made in heaven.*

I brought the buzzing toy back to my clit, careful to keep myself at the edge of climax. My eyes stayed locked on his the whole time. Then finally—finally!—he began to undress. I loved this guy's patience—and what a fucking beautiful body he had, too. When Mitch finally revealed his cock, it was straight and hard and thick. I couldn't wait to get my mouth on it. I couldn't wait to feel him shoving it into my cunt.

He began to stroke his dick, leaning against the wall and still keeping his distance, which made me start to feel desperate. I swapped out the vibrator for my dildo, jamming myself full of the toy.

"I need cock," I said. "I want it to be yours, but maybe you don't like pussy?" I shoved the dildo deep and bucked my hips.

Under his watchful eye, I fucked myself hard. As much as I wanted to feel his hot, hard cock, I was really turned on by him observing me. I nearly came when I finally felt his hands on me. I pulled the dildo out of my snatch, expecting him to take its place. But he said, "No, no, keep going. I want to see what you like."

This is the way to teach, I thought. Demonstrate, then try it out with the real thing.

I moaned as I fucked myself with the rubber rod. I needed his cock in my mouth, and I told him so. By this point, I was leaning across the sturdy desk lengthwise. I propped myself up on one elbow, and he came around to the other side of the desk to give me what I needed.

His cock was divine. As much as I'd like it pumping my pussy, I knew he was also getting off watching me being double-ended. And it felt so fucking good.

After sucking him for a while, I was nearly vibrating with excitement. My cunt





was pulsing with need, and I told him I needed him to fuck me.

Mitch cupped my bottom and squeezed my ass with both hands as he sank his cock into my streaming pussy. I nearly came with that first thrust, but instead of tumbling over the edge, I let my arousal swell.

"Not yet. I need you to do something for me," he said, pulling out and leaving me empty.

When I'm fucking new people, I love this moment. It's when things get truly interesting.

"Anything," I said, breathlessly.

"I want to watch you walk to the bed, and don't look at me."

I did as I was told, but I was realizing I had totally underestimated this guy. I was expecting to school him on some things that night. But now he was pushing me to an edge of excitement I've never known.

"Strip the bed. Take off everything but the bottom sheet."

I obeyed.

"Lie down on your back and keep your eyes closed."

He gently pushed me back onto the bed and rested one of his strong, warm hands across my throat. He straddled me as I squeezed my tits together. I loved feeling his cock nestled between my boobs. He moaned in appreciation

"HE PULLED OUT AND JERKED HIS DICK, SHOOTING HIS LOAD ALL OVER MY TITS."

as he began to thrust his shaft between my soft, warm mounds. Mitch groaned and stilled for a moment, no doubt trying to keep himself from coming. Then he climbed off of me, and it was my turn to moan.

Mitch pushed the dildo into my cunt and sucked on my tits. I opened my eyes to watch him as he tended to my breasts and stroked his cock. He wanted in now. I could tell. And I was so ready for it. The relief was palpable once his cock pushed into my cunt.

He rode me hard, each of us occasionally slowing the pace to stave off our orgasms and make the moment last. Switching gears, I sucked his cock while he devoured my pussy—until we

both needed to fuck again.

I backed off and directed his beautiful cock inside my cunt. He pounded me until I came. Then he pulled out and jerked his shiny dick, shooting his load all over my heaving tits.

What a wonderful memory!

But to get back to the present...Mitch and I enjoyed our dinner, and the next day I enjoyed a special celebration with my favorite young co-workers.

"Do you actually want lunch?" Charlie asked as he strode up to the table, only a few minutes late for our date. He sat down across from me. "I've already booked a room."

He knew me too well. Charlie, Charlie, Charlie, always such a good boy. He paid for my wine and escorted me upstairs.

Once we got to our floor, he said he had a surprise waiting for me.

"Room service?" I guessed with a smile.

"So to speak," he responded, opening the door to reveal Sophie, standing in a garter belt, stockings and heels. "I took the liberty of inviting another party to our meeting," Charlie said.

I blushed. I certainly had plans for each of them, and today was going to be the day. I love the way the younger generation just forges ahead. This was going to be an interesting business merger.

"What a nice surprise!"

LETTER OF THE MONTH

"Happy promotion," Sophie said, smiling.

Charlie moved toward her, cupping her bouncy tits and kissing her deeply. Then they both paused and looked at me.

"You two mind if I watch?" I asked.

"We'd be happier if you joined in," Sophie said.

I leaned in to suck and bite her naked nipples. She was a hot spitfire and reminded me of when I started at the firm years ago. Charlie unzipped the back of my skirt as I reached down to stroke

"CHARLIE PUSHED HIS DIGITS INSIDE ME AS SOPHIE CLIMBED ONTO THE BED."

Sophie's wet pussy and draw my fingers up over her clit.

Charlie pushed his digits inside me just as Sophie climbed onto the bed. We uncoupled, and I moved onto the mattress to join her. I propped myself on my elbows and knees as I sampled her wet, salty sex. All the while Charlie fucked my cunt from behind. Then he pulled out and came around to suck Sophie's breasts while I played with her clit. She was moaning loudly, telling us she was close to coming.

Sitting up, she urged Charlie to swap places with her. He agreed, and she and I took turns swallowing his hard cock. Unable to resist him, Sophie straddled his hips, lowering her body onto his stiff cock, while I rubbed her clit and tweaked her nipples.

Then Sophie sat at the top of the bed, holding down Charlie's arms. I sucked his cock until he almost came, then I encouraged Sophie to have another turn. But instead, Charlie grabbed her and bent her over the side of the bed. Positioned behind her, he pushed her flat onto the mattress and sank his cock

into her cunt from behind. I fingered myself while I watched him take her that way, overpowering her and thrilling her all at once.

Next, Sophie nestled herself between my legs and licked me to climax while Charlie held me in his arms. I shuddered with more pleasure than I've known in months. Then it was Sophie's chance to get off. Charlie's dick was still hard, so he slid his cock between Sophie's tits as I ate her delicious cunt. She came while I had my tongue inside her—so passionate and vibrant. I couldn't help it. I slammed my fingers in and out of my own pussy while Sophie was writhing with pleasure. My internal muscles tightened, and I came again just as she reached her peak.

Since Charlie had been kind enough to share his lunch with Sophie, she returned the favor, and following an afternoon at the office, we all reconvened for dinner and dessert.

The next day at the office we all exchanged knowing glances when Charlie and Sophie walked into the partners' meeting at 2 p.m., where we were discussing promotions for the pair.

"Charlie's work is top notch," I said to the assembled group. "He's creative and has innovative ideas. And as for Sophie, she's an asset to this firm and deserves to be recognized and compensated accordingly."

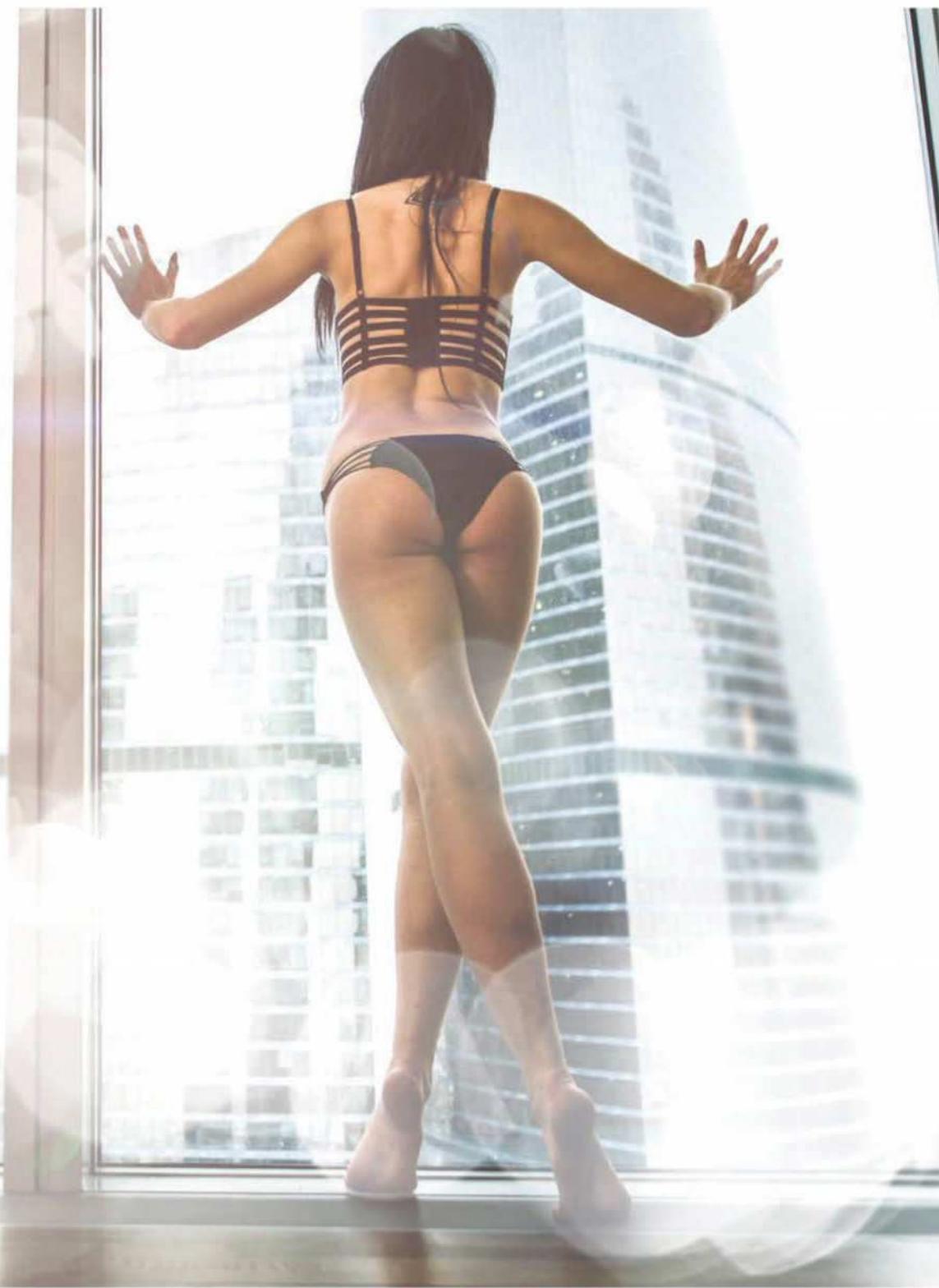
I glanced at the partners who had hired me and given me truly valuable advice over the years—including Alexander. He was the one to show me the ropes first, tying me down in the hotel we've all come to call a second home. He bound my feet and hands so I could be properly introduced to the pleasures of working at the kinkiest company in town. It had certainly been my pleasure.

I was grateful to all of them. And now I was doing my part: attracting the truly talented among us to keep our business on top.

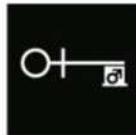
-W.K., via email



#GetTheGirl



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LETTERS

↓ MILF

❶ THE STOPOVER

We heard Jacob in the next room of the big lakeside cabin, talking on his phone. He sounded whiny and defensive, and all of us guys who'd come up from the university for the weekend exchanged curious looks.

Finally, Jacob came in, pocketing his phone.

"Uh, look," he said. "Something's come up."

Everybody groaned in disappointment. There were half a dozen of us, and we'd been looking forward to this getaway that Jacob had been promising us for weeks. Now it seemed like it was going to be canceled before it really got started.

Jacob continued: "We don't have to leave. But..." He bit his lip, embarrassed. "My mom has to stop by and pick up some signed documents she keeps here." Jacob was mortified; we were not.

His words sparked a round of relieved and raucous laughter. I had a different reaction to the news. My cock suddenly stiffened and a film of sweat broke out over my body. An image of Jacob's mom, Vera, sprang vividly into my mind. I had known Jacob the longest, since middle school. I was probably the only guy there who'd met her before.

I was a good-looking college guy, and there were plenty of interested chicks around who were my age. And I certainly didn't get the hots for every 40-something woman I met. But Vera was someone special.

"We were all about to go down to the lake anyway, right?" Jacob said, still looking mortified. "So let's go. My mom'll come and go, and we can still have our weekend."

The other guys continued to give him a hard time, but everyone followed him outside. It was a brisk walk down to the expansive lake, where the swimming was good.

It wasn't that Jacob had anything against his mom, per se. But this was

his first time at the cabin with just his friends, and we all wanted to feel like independent men, Jacob most of all.

I definitely didn't have any problem with his mom. Or if I did it was because I'd had a schoolboy crush on her for, like, forever. She'd seemed like a fantasy creature to me, alluring and unattainable in the real world.

At the water, we all raced out onto the little pier and dove in. We swam and splashed at each other, having a high old time.

I was having fun, but a tantalizing picture of Vera continued to beat in my brain. She had always been nice to me. The last time I'd seen her was when Jacob and I went off to university together. She had given me a smoldering smile and a kiss on the cheek, asking me to watch out for her boy. It had—again—embarrassed the hell out of Jacob, but the contact gave me an instant woody. I thought I saw a sparkle in her eye. Every night for the following week, I had jerked off to the memory of that kiss.

Why not go for it? I suddenly asked myself. Jacob's dad was out of the picture, and Vera might welcome some young study company. I seemed to have the perfect opportunity.

I swam away from the others, who were too busy being jerks to one another to notice my getaway. I slipped ashore and started padding through the trees and back to the cabin in my dripping swim trunks as my heart pounded.

When I saw Vera's car parked out front, anticipation surged in me. The others would be at the lake for hours, probably. I went up on the porch and opened the front door.

Vera straightened up from where she was digging in a desk drawer. She recognized me, and a familiar sparkle seemed to light up her eyes. She was as gorgeous as I remembered, her figure firm, her face still model-lovely, with those graceful cheekbones and full lips.

"Why, Denny," she said happily. "Look



at you—getting my rug all wet."

I started to stammer an apology, while she disappeared into the bathroom and came back with a big towel.

"Come on, out of those soaking trunks. Dry yourself with this." It was something she might have said to me if I was still 10 and had come in with her son from a rainstorm. Her laugh came out as a purr. "Don't worry, I won't peek."

She turned away, which was good. When I stepped out of the trunks, my hard-on sprang out prominently. I swiftly dried myself, then wrapped the towel around my middle. I had to give some reason for being here, so I said, "We were swimming. But I got a leg cramp."

She faced me again with a smile on her sensuous lips. "Poor Denny. Come over here. Tell me where it hurts."

I followed her to the big deep couch and sat. I didn't even mind her calling me "Denny," even though I went by Dennis now. I pointed to my right leg.

"Put it up here," she said, and I turned and set it in her lap. Though I'd had plenty of sexual experience with college girls, I was unnerved by this older woman I still desired. She seemed so worldly, like she was four moves ahead of me.

When she started to gently knead the calf muscle of my right leg, the contact brought every nerve in my body to life, just like when she'd kissed my cheek. This felt a lot less innocent, though—if indeed that kiss of a few months ago had been innocent.

Suddenly, I was second-guessing everything. Vera's fingers worked into my flesh. Without any transition, she was now massaging my thigh. I looked down, bug-eyed, and watched her hands slip under the towel. She continued to smile as her fingertips grazed my balls. Then she took hold of my cock, which was so hard I could have cut a diamond with it.

For a racing heartbeat or two, I thought I was going to come right then, but she squeezed me around the base of



"SHE SQUIRMED UNDERNEATH ME, AND I BEGAN TO SERIOUSLY HAMMER HER."

my dick and looked deep into my eyes.

"Let's not waste this time, Denny," she said huskily.

I sat frozen for a heartbeat, then responded. Our lips parted, and our tongues met in the most delicious kiss of my life.

Knocking away the towel, she lunged toward me and pushed her mouth onto my dick. She was serious about not wasting time! She shoved me onto my back and whipped the towel off my body completely.

Standing now, she grinned down at me. Her hungry eyes devoured my naked body as she got out of her own clothes. For the first time, I was looking at her nude, and all of my fantasies seemed on the verge of coming true.

She lay down on me, and I pulled her tightly against my body. We kissed again, even deeper now, our tongues dueling madly. I groped her full ass cheeks as she ground her shaven pussy mound against my straining cock.

Her hard nipples poked my chest, the sensation making my mouth water. I had to have a taste of them. She moved up to let me suckle greedily, giving me time to nibble her yummy nips, then she began climbing up my body. When she put her knees on either side of my head, I understood what she wanted.

She lowered her pussy onto my mouth. The first taste of her was like the nectar of the goddesses. I swiped my tongue up and down her moist slit, then stabbed up inside her. I felt her intimate warmth as her juices slid over my chin.

Desperately horny, she ground her pussy onto my face. I put my hands on her hips and let her impale herself over and over on my tongue. Then I licked and sucked her clit; it seemed to pulse with excitement. She made a quavering sound that rose in pitch. Finally, she let loose a cry that made me thankful the lake—and my buddies—were so far away.

I lay there panting as she climbed off my face. Before I could recover, I felt her hot breath on my cock. I lifted my head just in time to see Vera's mouth drop fearlessly all the way down my veiny shaft. She swallowed me right to my balls, like she didn't even have a gag reflex.

Pleasure consumed me, and she cradled my nutsac as her head bobbed rapidly. She made appreciative sounds, apparently finding me as tasty as I'd found her. Her cocksucking skills were impeccable—perfect suction, no uncomfortable graze of teeth. I realized I was reaping the benefits of her substantial sexual experience.

LETTERS

↳ MILF



Like a master, she sensed when I was approaching the brink. Before I could jet in her mouth, she lifted her head. "I want your come in my pussy!" she said.

Sounds like a plan to me, I thought eagerly. I sat up, and she flung herself back into the deep cushions, spreading her toned legs. Her pussy glistened like the entrance to nirvana.

In an instant, the fantastic splendor of this moment struck me. How rare it was for a dream to come true. And how beautiful a culmination this was. I'd long since done away with my virginity, but it was like Vera was opening the world of true manhood to me. I'd fucked girls. Now I was fucking a woman.

I moved on top of her. I teased my cockhead around her pussy lips for a moment. She liked that. She put her hands to her tits and squeezed the full mounds, trapping her nipples between her fingers.

Finally, I sank my staff into her. I didn't rush the moment. Every inch was worth savoring as I felt her gradually enclose me with her silken heat. Her hips moved, already starting a cooperative rhythm. When I was all the way in, I just held myself there. Her face hovered before me, and then we

"I FELT MY NUTS PULLING TIGHT. ECSTASY WAS ABOUT TO RIP THROUGH ME— AND VERA."

kissed, very softly, tasting each other.

The tender spell quickly broke, and I started to stroke into her. We moved together like oiled engine parts, matching tempos effortlessly. She met me with sensual upward thrusts. I pushed down into her, each plunge a little harder than the last.

Our speed increased, and our bodies slapped together. She squirmed underneath me, and I began to seriously hammer her. I drove into her deepest places, seeking to bring her the greatest pleasure. Arousal was buzzing in my bones and singing in my blood.

Her fingers sank into my shoulders

like claws, but that only stimulated me further. I fucked her like a madman as I felt my nuts pulling tight. Ecstasy was about to rip through me—and Vera, too. She bucked crazily, moaning and writhing.

The sight, the sensations, they were all too much for me. My come jetted out in spurt after spurt until I fell, totally spent.

Vera held me and cooed in my ear, "That was beautiful...Dennis."

—D.W., via email

● COMING HOME

Nervousness was getting the better of me as I closed the app on my phone and waited for my car to arrive. I'd only been back in the States for two days, and I was itching to meet my pen pal.

Valerie had written to me as part of a chain restaurant's "send a note to a soldier" promotion. Her letter arrived smelling like citrus in a crisp clean white envelope with elegant handwriting.

After the initial "thank you for your service" message, she'd gone on to talk about herself and her life. She'd joked in the letter that she was probably boring me, but I was far from bored. She was 47 to my 19 years; she was a widow to my never having had a serious relationship; and she was a bookworm—unlike my "avoid most things written" mindset. She was a librarian in her small town, which coincidentally happened to be my small town, too.

I wondered at night, as I jerked off to invented mental images of her, what would happen if we'd ever cross paths.

I wrote her back.

My letter wasn't nearly as nicely scented, eloquent or classy as hers, but I expressed my gratitude for her note, and silently expressed my gratitude for the masturbatory fantasies it had inspired.

When you're far from home, you take all the inspiration you can get.

Our letters became a normal thing, a back and forth that veered into flirtations—occasionally laced with sexual innuendo. Sometimes I said what I was thinking, such as: *I'd love to be with you.* Though we never set up anything definite, upon my return to civilian life, I decided to take a shot and see what developed.

The car I'd been waiting for pulled up, and I got in. The driver was a bored-looking girl who popped her gum so much the sound made me even more nervous.

I reread one of Valerie's letters to distract myself.

The ride to her place only took 10 minutes and went way too fast.

I thanked the driver and took a deep breath, forcing myself to walk up Valerie's walkway toward her pristine, white house. There were flowers just starting to poke through the dirt in the front garden, and the small home looked neat and charming.

I knocked on the door and realized my heart was pounding hard and fast. I heard footsteps and then a woman's voice call out: "Coming! Hold on!"

I considered running, but I wanted to see her face. To see if the woman who'd written me back every time I wrote to her was as pretty as I'd imagined.

The door flew open, and she smiled at me, though she looked confused.

"Valerie? It's me?" I handed her the last letter I'd received by way of introduction. My mouth didn't want to work much more than that because she wasn't just as pretty as I imagined, she was prettier. My dick was already straining against my fly.

She looked down and color filled her cheeks. She stepped back. "Get in here," she said.

I blinked, a little startled, but entirely pleased.

"Charlie?" I stammered, inquiring about her teenage son.

"Charlie is on a school field trip. Some senior class outing. The bus doesn't get back until tonight at 10."

She shut the door behind her and smoothed back her blonde hair. It was a messy bob with a streak of pink near the front. She'd told me about it, writing she'd done it "for fun." The splash of color suited her.

"So, you're here," she said.

"I am."

Before I could talk myself out of it, I pulled her into my arms and kissed her. Her lips parted immediately, letting my tongue invade the soft warmth of her mouth. She kissed me back, wrapping her arms around me and pulling me flush against her. No doubt she could feel the hardness of my cock pressed against her body. But she didn't seem to mind.

Her hand slid down my chest, then over my belly. My knees felt weak as she grazed my crotch, smoothing her hand gently over my hard-on, which was growing ever harder beneath my clothes.

"I think you should take these off," she said, tugging on my pants. Then she drew down my zipper and slipped her

fingers inside my fly, stroking my cotton-covered bulge. The fact that we were one layer down—and that much closer to her touching me in the flesh—made my head swim.

I'd jerked off to this fantasy so often, it hurt my head to realize how close it was to becoming a reality.

She was staring at me with big blue eyes, and I realized I hadn't verbally responded to her.

"Only if you take yours off," I managed to utter, nodding toward her.

She was wearing faded jeans and a white blouse, and she looked good enough to eat, which I intended to do.

She was already sliding out of her pants. She kicked aside the denim and stood there in her blouse and blue panties.

Blue panties. I never knew how arousing they could be.

She took my hand and scooped up her jeans. "Upstairs."

I followed her up the steps, watching her heart-shaped ass sway the whole



LETTERS

↙ MILF

time. I pictured bending her over and burying my cock in her, balls-deep. Taking that smooth blonde hair in my fist and tugging gently. Feeling her pussy grip me tight.

I let out a little groan, and she turned to smile at me. My cock felt impossibly hard.

In her bedroom, she put her arms in the air and stared at me. I caught the hint and pulled the flimsy top over her head. Her disheveled hair swirled around her face gently, and I bent to kiss her.

"I'm so glad you came," she said.

I nodded.

"Now let's see about you coming," she added with a laugh, her lips pressed to the side of my neck. I felt my heart leap as she worked open the button on my jeans and then shoved down my waistband.

We were a flurry of motion as we tossed off the rest of our clothes, and then we stood there naked. She winked at me and dropped to her knees, cupping my balls in one delicate hand. Then she drove her perfect little mouth down my shaft and let my cock fill her mouth. She sucked me and slithered her tongue around my dick. It was perfection, and even better than I'd

imagined. I tangled my fingers in her hair and tugged just enough to hear her moan. Then she gobbled me eagerly, sucking my dick with a fervor that left me lightheaded.

I found myself thrusting urgently into her mouth as she worked me, her fingers gently jostling my sac and making entirely new sensations shoot through me.

I pulled free of her when I was way too close to coming.

She got on the bed, and I flipped her onto her belly. She took the hint and got on her hands and knees, her perfect ass a

magnificent sight to behold.

I pushed my fingers into her pussy, watching it open for me. She moved a hand up to stroke her clit, and I insisted, "Yeah, do that. Do that while I fuck you."

Her only reply was a soft sound of pleasure.

I fucked her with my fingers until I couldn't stand it anymore, and I brought my cockhead to her wet slit. She moved backward, urging me to enter her. I plunged into her pussy on a single hard stroke, holding her hips in my hands and pulling her back onto my dick.

Valerie moaned, and I felt her pussy contract around my cock. I gritted my teeth, wanting to make the moment last. I'd dreamed about it way too much for it to be over so quickly.

I pulled free of her pussy, heard her hiss in disappointment and then immediately drove back inside her. I did that repeatedly until I thought I'd lose my mind, and she wriggled impatiently on the end of my cock.

She finally came, her cunt growing tighter yet more slick. Every spasm threatened to drive me to the breaking point, but I managed to hold on.

I pulled away and moved her onto her back, even as she was still in the throes of her orgasm. I put my mouth on her slit, licking her clit softly until her hand came down on the back of my head and tugged my hair, urging me to increase my tempo. I lapped at her slowly until she groaned with frustration, and then she laughed with delight when I upped my pace. I flicked my tongue faster and faster until the giggles disappeared and she was bucking beneath me, mashing her cunt against my face.

Man, she tasted spectacular.

"Come again for me, Valerie," I murmured against her slit.

I pushed two fingers inside her, jamming them in and out of her dripping snatch as I flicked my tongue fast like a hummingbird's wings. She came lickety-split, crying out nonsense words



"SHE CAME LICKETY-SPLIT, CRYING OUT NONSENSE WORDS AS SHE CLIMAXED."

as she climaxed. The wet ripple of her pussy around my fingers was like an aphrodisiac.

I pushed her legs high, settled my body between her thighs and drove my cock back inside her. She thrust up hard to meet me, and I felt her cunt growing tighter once more. She dragged her short fingernails down my back, raking me good. She squeezed her internal muscles hard, and I heard myself let out a low groan.

She was so wet and slick, the sensations blew my mind.

I pushed her hands above her head, pinned her there, and fucked her as fast and as hard as I needed. She took every inch of my dick, her body still spasming around me.

"I'm going to come," I groaned.

"Fill me up, soldier boy. Fill me up."

My eyes slammed shut because the words aroused me so much. Shutting my eyes narrowed the world down to the sole sensation of my dick driving into the wet, velvety warmth of her cunt.

She slammed up from beneath me and whispered, "Yes, like that. Like that. Right there."

I came, bellowing as I emptied into her. After few more strokes, I finally pulled free of her, giving her another deep kiss.

"That was about 10 times more amazing than I'd imagined," I admitted.

She smiled, crawled down the bed and started to lap at my cock, cleaning me of our commingled juices.

When she laid atop me and kissed me, I wished I was hard all over again—and my cock instantly rose to the occasion.

"It's early," she said. "Charlie won't be home for a while. Let's see if we can make it eleven times more amazing than you imagined."

"I think that sounds like a great idea," I answered, hardly believing my luck.

"Welcome home, soldier," she said before giving me a long, lingering kiss.

-A.K., via email



GOALS

Working as a kids' soccer coach, I've seen my fair share of MILFs. But one stands out in particular in my memory.

The summer before my senior year of college I managed a team that traveled for games. One mom, Jane, sat front-row at every home game.

Jane quickly caught the eye of the entire coaching staff. It was hard to miss her long, jet-black hair and cleavage that appeared ready to burst free of her too tight, V-neck tees. She'd jump and cheer for every kid on the team, making those perfect tits bounce with abandon.

Everybody wanted a piece of Jane.

One weekend, Jane accompanied the team to a tournament in another state. All the coaches quietly went nuts. Guys were taking bets on who would bed her. None of them seemed to consider that I was the only one who had a room to myself. I figured it upped my chances, just slightly.

But despite lots of wishful thinking, I didn't believe any of us had a serious shot with Jane. That's why when I heard a knock at my door late on the first night of our trip, I assumed it was one of the guys. Annoyed that my shower was being interrupted for what I assumed was stupidity, I wrapped a towel around my hips and opened the door without bothering to check the peephole.

Instead of an idiotic junior coach, Jane the MILF stood in my doorway.

She tugged her lower lip between her teeth, her eyes immediately dropping to the thin towel that barely covered me.

"Sorry to bother you, but I'm locked out of my room. Can I use your phone to call the front desk?"

Opening the door wider, I welcomed Jane into my room. Figuring she could handle the call on her own, I went back into the bathroom and pulled on a pair of sweatpants. When I turned to head back out, Jane was standing in the bathroom doorway.

"There was no answer. Can I hang here for a bit?" Noticing my pants, Jane smiled. "Don't feel like you have to dress up on account of me."

She took a step into the bathroom, making it impossible for me to step around her. With only a breath of space between us, Jane dropped to her knees and looked up at me, making sure I had my eyes on her.

While I was busy processing the fact that Jane the MILF was on her knees before me, she pulled down my sweatpants. Jane eyed my cock appreciatively as it sprang free of my waistband. She slicked her tongue over her lips until her cherry-red pout glistened.

Jane's confidence was as sexy as hell, and my cock throbbed in response. The longer she waited to touch my dick, the more desperate I became. Sensing my growing impatience, a sly smile pulled at the corners of those perfect lips—lips I wanted to see tightly wrapped around my erection.

LETTERS

↙ MILF

Jane's face angled toward me, slowly moving in on her target.

I groaned in response. She knew exactly what all this suspense was doing to my self-control, and I could tell she was relishing every moment of my discomfort.

Finally, Jane's tongue emerged slowly from out between her lips, finally flicking across my crown. That one tiny touch of her tongue made my body draw as tight as a bow. I rocked back on my heels, trying to ease some of the tension that was rapidly building within me.

Jane, of course, remained perfectly relaxed, leisurely licking her way around my erection. She flattened her tongue along the underside, lapping at the sensitive skin.

While Jane toured my cock with her tongue, she also tucked a hand between my legs to tickle my balls. The sudden brush of her warm fingers had me sucking in a breath.

Jane chuckled. "Oh, you like that?"

I nodded my head furiously, not trusting my mouth. How could I, when she was swirling her tongue around my cock

and slowly working her way from the tip down? She was licking me like I was an all-day sucker, and damn, if I wasn't loving every minute of it.

Most girls I'd hooked up with previously had taken me deep right off the bat. It felt great in its a way, but I'd always thought something was missing. Jane displayed none of the sloppy eagerness I'd experienced in those college hookups. She was confident in her skills, and she took her time.

To my surprise, Jane didn't stop when her tongue reached the base of my cock. Instead, she drifted lower to lavish kisses and licks all over my sac. Every feather-light kiss was punctuated by a flick of her tongue, making my balls grow tight.

Barely able to stand, I fell back against the counter. Jane followed, without missing a beat, her tongue still playfully lapping at my junk. My cock bobbed above her face, tapping her head every time my hips bucked. Then Jane wrapped her slender fingers around my cock and started to pump me. I swear I saw stars. Matching Jane's wicked rhythm, I jerked my hips, driving my cock into her fist.

When the licking stopped, my eyes fluttered open to find Jane looking at me again. Her tongue darted out to taste a bead of pre-come that her efforts had coaxed out of the head of my cock.

"Do you want me to keep sucking or do you want to fuck me?" she asked.

A nearly overwhelming choice, but in the end I knew what I really wanted.

Hooking my arm around her, I lifted Jane off the floor and bent her over the vanity. She spread her hands wide and leaned forward, meeting my gaze in the mirror.

"I love a man who takes control," she said in a lust-filled voice.

I fisted the waistband of Jane's leggings and yanked them down as fast as the fabric would allow, realizing she wore no panties. Then the damn pants got tangled around Jane's ankles.

"Fuck it," I muttered, parting her thighs as wide as I could with the leggings bunched around her feet. I grabbed a condom from my shaving kit and tore its packet open in a desperate rush. Using one hand to roll the latex over my cock, I decided to test the waters with the other.

Tracing a finger along the seam of Jane's pussy, I parted the folds to reveal her glistening pink center. She was already plenty wet, and my fingers slid easily through her swollen lips.

When my digits got close to her entrance, Jane reared back toward my hand. Taking that as an invitation, I thrust two fingers inside her, then added a third, stretching her wide. Once all three fingers were seated deeply inside Jane, I started to furiously drive them into her hot, slick depths.

Jane tossed her head back, and her mouth fell open on a moan.

Placing Jane in front of the mirror was the best idea I'd had all week. Every twitch of her lips and flutter of her lashes was perfectly reflected, letting me know exactly how every move I made affected her.

I also had a nice view of Jane's



delectable cleavage. Her tits pressed hard against the counter, rising up in the mirror like two half-moons. Every thrust of my fingers into her pussy made her beautiful breasts jiggle.

But as enticing as she looked, I knew that she would feel even better..

Being aware that she was already nice and warmed up, I didn't bother to sink in slowly. I plunged inside her pussy with one hard thrust that pushed Jane further up onto the countertop.

I grabbed her shoulders to steady her, but before I could ask if she was all right, she began goading me.

"Don't fucking stop!" Jane demanded.

She didn't have to tell me twice.

I gripped her hips, digging my fingers into her soft flesh to hold her steady as I plowed her.

"Harder!" she demanded. "Hard—"

Her sentence was cut short by the force of my hips connecting with her ass.

"Be nice to the guy who's going to make you come," I teased. Then I laid a nice hard smack right on her butt.

As soon as my hand made contact with Jane's flesh, her pussy gripped my cock and sent a jolt straight to my balls, spurring me onward.

Unable to maintain my self-control for a moment longer, I just started to rail her. Every thrust of my cock had Jane's breasts swaying uncontrollably.

Focusing my attention her reflection, I watched every expression that passed over her face as I pounded her. The hardest thrusts made her eyes close tight, her mouth falling open on a moan. Liking what I saw, I kept up the punishing pace.

At a certain point, Jane's cunt flesh just clutched me tightly, forcing me to slow my rhythm. I gritted my teeth, feeling the inevitable explosion building inside me. Then Jane climaxed, her orgasmic cries echoing throughout the tiled room. The vise-like grip of her pussy on my cock relaxed. Now I could finally pump into her again, riding every



"I THRUST TWO FINGERS INSIDE HER, THEN ADDED A THIRD, STRETCHING HER WIDE."

ripple of her orgasm as I sought my own release.

With Jane's twitching pussy massaging my cock, it wasn't long before I reached my own peak. When her cries quieted to whimpers, I exploded inside her. A seemingly never-ending stream of come jettisoned from my cock and poured

into the condom, and still I continued to thrust. Only when I was absolutely certain she'd milked me dry, did I collapse against her back, wrapping my arms around her quivering body.

Jane left my room a short time later. The following morning at breakfast, we acted like strangers. But that's okay. Jane became a fixture at our traveling games after that weekend. She got locked out of her room often, but I was always ready and willing to help.

-H.B., Chicago, Illinois

If you've ever gotten lucky with a friend's mom, take our advice: Don't tell your friend—tell us! And, Mom, you can tell us your secrets, too! Mail your story to: *Penthouse Letters*, Department MILF, 8944 Mason Avenue, Chatsworth, CA, 91311, or email it to: letters@penthouse.com.



LETTERS

↓ TAKE HER, SHE'S MINE

❶ WIFE ON LOAN

There's a tradition in some cultures where if someone compliments something of yours three times, you're obligated to give said item to that person. Hayley certainly wasn't mine to give away. Fifteen years of marriage allowed for a lot between husband and wife, but we'd never become each other's possessions.

Still, I was excited by the attention Stewart was giving my spouse. His eyes had been tracking her all night at the party. Now and then, almost like he was only half-aware, he would murmur some laudatory comment about her.

Stewart was at the age I had been when Hayley and I got married. He and I both worked at the same firm, and this fancy gala we were all attending was to benefit a worthwhile charity our company supported. Hayley, as usual, was mingling with effortless grace, turning the heads of many of the men there—and a few of the women.

Hayley was beautiful. Her years gave her an alluring worldliness that discerning eyes couldn't fail to notice. I loved her with every fiber of my being. But we had certain unusual needs and had adjusted our marriage accordingly over the years. Now we had it down to a system.

"She makes me think of something out of mythology," Stewart said, a glaze on his eyes as he watched Hayley across the crowded hall. "Like she's some goddess come to earth."

I hid a smile by taking a sip of champagne.

At the same instant Stewart appeared to finally catch himself in the act. His mouth tightened, and he looked at me with a startled expression. "Oh. Ah. Sorry."

"What's to be sorry about?" I asked. I stepped closer, adding in a hushed tone, "She is incredible. Look at how



she fills out that gown. Those beautiful breasts, that toned yet supple figure. Her skin is like silk, you know. So smooth under your hand. And the scent of her is an aphrodisiac all its own. When you put your face down between her naked spread legs..."

Sweat popped out visibly on his forehead. He was falling under the spell I was weaving. Suddenly, though, he caught himself again. "Mr. C!" He sounded scandalized, but with a raw edge of excitement in his voice. He was a fine, fit, healthy male. I knew the kind of men Hayley liked, and she'd like Stewart.

"I think you can call me Ray," I said.
"But—"

"But you want my wife. So, let's see how she feels about it."

Hayley, as she'd circumnavigated the room, had kept an eye on me. I gave her a nod, and she came gliding over. Her lovely face glowed with a seductive aura.

"This is Stewart," I told her as a deep-seated anticipation stirred within me.

She looked him up and down, taking her time. Stewart squirmed, as if he were indeed under the gaze of a goddess. I saw his cheeks flush and noted that he was standing in such a way as to try to cover his burgeoning hard-on.

"Hello, Stewart," Hayley said, a purr in her voice. It was obvious to me that

she was interested in him.

But Stewart needed to know the whole deal before this went any further. I said, "You can fuck my wife. But I get to watch. That's nonnegotiable."

No one in the big reception hall had overheard any of this. We were like a tiny island of potential eroticism—population: three. I very much wanted to see this young stud screw Hayley. And she would get an extra thrill from having me watch. Stewart was the only unknown factor.

Huskily, he said, "I'd like that. So much."

We made our farewells and slipped away, nobody at the event any the wiser as to what the three of us had planned. Stewart came back with us to our home.

Our bedroom was spacious and elegantly appointed. Stewart looked a little lost as Hayley led him in by the hand. I followed and quietly took the comfortable chair in the corner. There were two walls of mirrored glass. The bed was the size of a playground.

Hayley was still in her chic dress, Stewart in his natty suit. She guided him across the deep carpet to the foot of the bed. She rested her wrists on his shoulders and laced her fingers behind his neck. She gave him a smile full of desire and promise, then leaned slowly in to touch her lips to his.

I could tell he was still overly conscious

"SHE IMPALED HERSELF, AND HE GROANED AS HE FELT THE CLASP OF HER CUNT."

of my presence in the room. But some of the tension went out of him as he kissed Hayley back. Their mouths smeared together, and I heard Hayley's soft sigh as their tongues grazed one another. He put his arms around her waist and pulled her to him.

As the kiss deepened further, they started to grind their bodies together. Hayley's breasts pushed against his chest; he pressed his crotch against hers. She answered with rhythmic jerks of her hips.

My cock was stiffening urgently in my slacks as a familiar beatific heat rose inside me. I loved sex with Hayley. I would never grow tired of it. But this activity was special between us. When she had discovered she liked me watching her fuck other men, it had given her a radiant confidence, like she'd finally found herself.

With suave, efficient moves, she got Stewart's coat and shirt off. She pushed down his slacks, and his cock came into view, a robust length of sturdy manhood. Her eyes sparkled as she divested herself of her dress, somehow managing to remove it in one smooth motion. Stewart goggled at the sight of her creamy nakedness. Her tits were as firm as I'd promised, the nipples stiff, candy-colored points. Her shaven pussy gleamed with wetness.

She went to her knees before him,



and I began to rub my cock through my slacks. Stewart looked down in wonder as she put out her tongue and gave his cockhead a swirl. She took his balls in her fingers, gently fondling. Her mouth closed over his knob.

It was a glorious sight. I knew the talents of my wife's mouth. Her head moved forward in a fluid stroke, and she swallowed his cock, taking every inch of him. His reaction was palpable: His muscles tensed, and he let out a ragged cry.

By that point, he seemed to have gotten used to my presence—or had forgotten about me altogether. That was good. It was fun to watch him put his hands on Hayley's head and start to match her plunging rhythm. He thrust his cock into her mouth as she bobbed on him. She deep-throated him each time.

Before she worked him too close to the brink, she stood and drew him

up onto the bed. When she lay back, he moved immediately to reciprocate her oral favors. I smiled, rubbing myself harder. I liked Hayley to have considerate lovers.

The mirrors on the walls let me observe the scene from many angles at once. I watched Hayley spread her thighs. I saw Stewart lie down between them, his eyes bright. He had the scent of her now, and it was as intoxicating as I'd promised him.

Hayley put her hands to her breasts and languidly squeezed them as Stewart lapped at her glistening folds. He spread her lips with two fingers and slipped his tongue into her. She let out a moan of pleasure, now tweaking her hard nipples to add to the stimulation.

His head worked over her crotch. His body flexed, neck muscles straining. I could hear the wet sounds of his slurping mouth. As he ate her, he humped against the bed, no doubt

LETTERS

▼ TAKE HER, SHE'S MINE

eager to put his cock into her. But he didn't rush anything. He let the joy build in her. Her hips rolled, and she jammed her pussy against his face.

A cry started low in her throat, then rose through the octaves. At the highest note, I saw the climax sweep my wife's body. She was a human mechanism made to experience bliss. Pleasure rippled over her flesh and colored her lovely features. When Stewart finally came up panting, his face dripped with her juices.

Hayley had him lay back. She positioned herself over him, taking hold of his spit-shiny cock and getting ready to lower her pussy onto it. Stewart's eyes were wide with anticipation. I, at last, quietly unzipped and held my throbbing meat in my hand.

My wife fit my younger colleague's cockhead against her pussy. That swollen knob disappeared as she dropped down onto him. A new wave of sexual exhilaration overtook her. She impaled herself completely on his staff, and he groaned with delight as he finally felt the sweet clasp of her luscious cunt.

Then she started to ride him, lifting and lowering her lithe body. He reached up to grope her tits. She planted a palm on his hard chest and bounced on him with increasing speed. He thrust up into her, and I watched it all, the sexy scene multiplying in the mirrors.

As I pumped my own cock, it struck me why I was always able to zero in on the basic male type that Hayley preferred for these sexual scenarios. I was in my 40s, just as she was, and like her I had kept myself in good physical condition. Yet I wasn't so vain as to think I hadn't aged a day in our 15 years of being married.

Stewart looked rather like I had a decade and a half ago, full of vitality and youthful exuberance. By procuring men like him, I was giving Hayley the chance to revisit our earliest days together, while also affording myself the opportunity to time travel back through my own erotic history. It was like watching my younger self fuck her.

And fuck her he did. Hayley was riding him crazily now. He was spearing up into her. A raw cry started tearing from

her throat. This second climax of hers was electrifying the whole bedroom and crackling in the air around us.

Stewart made a move while she was still in the throes. He flipped her onto her back, keeping his cock inside her the entire time, and proceeded to pound her, slamming his cock into her again and again. Her voice rang out as she writhed with orgasmic joy underneath him.

I jerked my shaft, feeling my balls tighten. Just as I started unloading, Stewart—somehow timing it perfectly—pulled out of my wife and began laying stripes of hot white cream across her magnificent body. He sprayed her belly and heaving tits, and even shot a few spurts onto her face, which she immediately licked up.

My own spunk had spattered the carpet. I would have thought Stewart was oblivious to me by now, but he turned and looked directly my way and gave me a thankful wink for the loan.

—R.C., New York, New York

❶ DELECTABLE

Prior to opening my own bistro, I worked for one of the city's top restaurateurs in a four-star establishment. While I called the shots in the kitchen and had full creative control over the menu, Darryl handled all "front of the house" affairs—including those of his hot wife, Gina.

Darryl only showed up once or twice a week to go over the books and meet with me, but Gina was often up front subbing as a hostess or rushing about supervising the floor—even when their friends from the country club came by. Since the place was not at all some cozy family-run pub, I wondered why she was always around. Surely she had better things to do on a Saturday night.

Still, Gina seemed to love circulating



and mingling, and she went out of her way to flirt with the high-rolling businessmen, politicians and the occasional male celebrity that came into the establishment. Her antics and tight dresses were often a topic of conversation among the line cooks, though I tried to curb the chatter, lest we all get fired for talking about the boss's wife. If Darryl was aware of the gossip, he didn't seem to care. He definitely never tried to stop Gina from flaunting her considerable charms. No doubt, we were making money off them, but I always wondered if there was maybe more to the story. Well, let me tell you, there was.

Gina was a petite brunette. She stood about five-foot-two and had perky tits. Her boobs were round enough to remind me of miniature coconuts when she'd lean over the hostess stand. She had long layered hair and neatly manicured nails. It looked like she went to the salon daily. And those dresses she wore—talk about sizzling! She loved to show off her body in the tightest sheaths or slinkiest little slips. She never showed any pantylines, causing several cooks to bet on what she was wearing underneath—if anything.

One night, I stepped out of the kitchen for a break. We had only a couple tables remaining in the back—two businesspeople and one couple on a date—both groups trying to seal the deal, one way or another. The kitchen was closing in another half hour, and it had been a super long night. Frankly, I was hoping the suits would hurry up and pay their check and the couple would continue their foreplay in a cab.

Between the kitchen and prep areas, a small hallway made it easy to people-watch without being too obvious. I had a perfect view of the back of the hostess stand and the bar, and a partial view of the dining room.

As I mopped the sweat off my forehead and sipped a soda, I noticed Gina seated in a tall swivel chair over in the bar area. She was engrossed in whatever



"I TONGUED HER ASS WHILE KEEPING MY FINGERS BUSY WITH HER CLIT."

was on her phone. She looked up and smiled at me, and I gave a little wave, never expecting anything beyond that acknowledgment.

Next thing I know, Gina smiled again and licked her lips. Spinning her chair to face me head-on, she spread her legs under the table and pulled up her slinky black dress, exposing her bare pussy.

Was I hallucinating? I blinked. Nope. Gina's pussy was on full display, and she was no doubt delighted by my incredulous expression. She reached down with one hand and began to stroke herself, cradling her clit between two fingers. Luckily my apron covered my growing bulge as I watched this naughty private show—and she kept her eyes on me the whole time. Then, just like that, she stopped, licked her fingers and winked at me as she went back to her phone.

I am not ashamed to say I made a beeline for the men's room to jerk off, and then stuck my sous chef with the remaining clean-up. There was no doubt I wanted her, but her husband was my boss, and he was "kind of a big deal." So

the next night I arrived at work determined to focus on business.

That night we had a big group of VIPs, in addition to a table with two food critics who planned to do a holiday write-up for the local paper. So there was plenty of stress to take my mind off wanting to bend Gina over the bar counter and pound her wet snatch.

Darryl and his wife were both on the floor mingling when the food came out for the bigwigs, and not to boast, thanks to my port wine reductions, the evening was a massive success. After the tables cleared out and the cleanup was done, Darryl congratulated all of us in the back with the promise of a sweet cash bonus if our forthcoming review turned out as good as expected.

As he leaned in to shake my hand, Darryl said: "Marco, we couldn't have done this without your hard work, so there's a little something else I want to offer you. Do you mind sticking around a little longer?"

"Sure, that's no problem. Thank you." I wasn't going to argue anyway.

Once everyone else had left, Darryl opened the kitchen door and called in Gina. She was wearing a skintight green halter dress that set off her emerald eyes.

Darryl beamed at her and kissed her softly on the mouth, letting his hands run down her curves.

"She's something, isn't she, Marco?" I chuckled nervously and nodded.

"Well, when's the last time you had a dessert you didn't have to make, hmm?"

Gina smiled and stepped closer to me.

"I—uh."

"It's okay, Marco." Gina giggled playfully. "We both want to reward our top chef

LETTERS

↓ TAKE HER, SHE'S MINE

tonight. Isn't that right, dear?"

Darryl nodded. "Damn straight."

Gina reached up and let the top part of her dress fall, revealing her breasts.

"Did you like what you saw the other night?" she purred.

I must've looked completely stupefied because Darryl and Gina both laughed.

"Don't worry, Marco. You aren't in any trouble. I know exactly what my little slut wife gets up to. And I don't know about you, but I love watching her work."

"That's right...and I love to work," Gina said, as she reached over to take off my grease- and flour-covered apron. "Will you let me serve you?"

I smiled, but was this too good to be true? I looked over at Darryl to see him opening up a beer for himself.

"Bon appétit, my man." He raised his bottle in my direction, toasting me.

Then my focus was jolted back to Gina as she stroked my bulge through my pants before yanking them down. I groaned as she took me in her mouth and slowly licked the length of my shaft.

Darryl stood there smiling and sipping his beer.

"Why don't you face-fuck her? She's

been wanting to gobble your cock since I hired you."

Gina slurped and tongued the head of my dick and nodded at me in the affirmative. So I went for it: I abruptly thrust inside her velvety mouth, and she swallowed up every inch of me.

At some point, Darryl came over and lifted up her skirt.

"Oh, honey, you're so wet for his cock."

With her mouth filled to capacity, Gina grinned and began stroking her clit.

It took every ounce of resistance I had

not to come at that moment.

"Wow, Marco, you should get a view of her from back here. Have you seen her ass? Gina, show him your sweet pussy."

I groaned and shook my head as Gina released me from her mouth.

She slipped off her dress and leaned over the stainless steel prep counter.

"Ooh! This metal is so cold!" she exclaimed.

She played with her stiff nipples before pressing them against the cool counter again.

Darryl laughed and said, "Spread those cheeks for him, babe."

Gina gestured for me to come closer. Then she treated me to the sight of her swollen pussy lips and her puckered asshole. She fingered herself before my hungry eyes.

"Ready for the main course? I'm so fucking horny, Marco," she said pleadingly.

I squeezed her ass. "Maybe I want to sample some sweet side dishes, too—if you don't mind."

"Go right ahead, Chef." Gina offered me her juicy fingers to suck.

Darryl grinned at me and nodded, going for his beer again.

After savoring the pussy juice on her fingers, I dove right into Gina's crack and finally tongued the clit I'd first spied the night before.

Gina was loud, and Darryl made the most of that by asking her to describe how good everything felt and what she wanted me to do next.

"You like it when he sucks your clit?"

"Oh fuck, yes!"

"You want him to tongue your asshole, too?"

"Mmm, yes!"

"Tell him what a nasty backdoor slut you are."

Gina moaned into the countertop: "Mmm, I love when someone eats my ass."

"Give her a little spanking before you dive in, Marco."

I slapped Gina's cheeks a couple of



times before worming my tongue into her rosebud. Sure enough, she basically came unglued. And for my part, I showed no mercy. I tongued her ass while keeping my fingers busy with her clit. It wasn't long before she came—screaming my name, of course.

"Oh fuck, that was so good," She panted. "I want more, baby," she said, looking at her husband.

"I know you do." Darryl laughed.

Gina jumped up on the counter and spread her legs wide, demanding, "Fuck me now."

"Have you ever seen a woman so on fire?" Darryl laughed and looked at me.

"Go on, Marco. Fuck my slut wife and make her come all over again."

"My pleasure, boss."

Gina wrapped her legs around my waist and urged my cock deep inside her. I pounded her hard, hard enough to rattle more than a few utensil drawers.

Insatiable didn't begin to cover her as we moved through various positions.

Finally, I knew I was going to burst—and Gina must've known it, too, because she made me stop, and then got on her knees to devour my dick again and make me spurt.

"Oh, fuck," I groaned, pumping my load down her throat.

Looking incredibly pleased with himself, Darryl drained his beer and said, "Just make sure she swallows every last drop—and lock up when you leave."

-M.P., Miami, Florida

BAGGED

Maggie came home with that look on her face. The one that told me she'd found someone. Over dinner I asked her who it was, and she gushed about the new bag boy at the grocery store. She didn't know his age, though she guessed he was



about 20. With the meal finished, she made her way into the bathroom, and I followed her eagerly. Along the way she fed me a few more details about her quarry. Then she started running a bath. I watched her pull her clothes off slowly. Her eyes never left mine.

"Are you turned on?" I asked.

She nodded.

"Do you want me to get him for you?"

She nodded again. "You check him out. Makes sure he's okay."

"I will, but I'm sure he's fine." I sat on the toilet lid and said, "Turn off that water."

She obeyed, keeping her eyes locked on mine.

"Come here. Let's see how turned on you are."

She stepped forward, naked and gorgeous. At 47, she turned more heads than women 20 years younger.

I slipped a finger inside her already drenched cunt.

"Nice," I said, keeping my finger deep inside her and bringing my lips to her hard little clit to give it a suck. "Definitely turned on," I murmured.

I brushed the tip of my tongue over her button, and she jumped.

"Stay still," I whispered, blowing a warm breath over her pussy.

She did as she was told, and I sucked, licked and worked her until she was bucking against me. She came, her pussy soaking my fingers. I pulled off my jeans and underwear, sat back and held my hands out. She took them and straddled me, sinking down on my hard cock and starting to ride me.

I held her firm ass tightly in my hands as she rocked urgently against me.

"You want to fuck him?" I asked.

"Yes," she groaned.

"You want me to watch you fuck him? Watch him fuck you? Watch him fuck you so hard you scream."

She groaned, unable to respond with words. Her cunt grew impossibly tight, and then she cried out and shivered. I licked her lips, swallowed her cries, drove up from beneath her and shot my load deep in her pussy.

I tugged her ponytail and kissed her roughly. "Take that bath. I'm going to go to the store to check out this bag boy." I was still buried deep inside her, and I felt her pussy twitch.

"Okay," she said.

And I did exactly what I promised. I thought he was handsome, willing and perfect, so we set up an appointment for him to come over and screw my spouse.

The night of our date, I wasn't nervous. I never am. But Maggie was giggly and fidgety. Our guest was due to arrive at any minute, and she was fluttering around the room like a hummingbird.

I snagged her and pulled her in for a hug. "Calm down, it's going to be great."

She looked up at me with big blue eyes and blew out a breath she must have been holding. "Yeah?"

"He's hot; you're hot. I like watching you get used by other guys. It's a winning situation all around."

The doorbell rang, and she went rigid in my arms. I pinched her ass, and she yelped. "It's good. Breathe."

I let in her new friend. His name was John, and it had been easy to see why Maggie was interested. He was tall, broad and had an easygoing attitude—not to mention muscles upon muscles and

LETTERS

▼ TAKE HER, SHE'S MINE

dark hair that was just a bit too long. I shook his hand and pulled him inside.

He shoved his hands in his pockets and nodded to Maggie. "Ma'am."

She laughed. "Maggie, please. I mean, considering..."

"Maggie," he said. He stepped forward and caught the tie to her pullover in his hand. He tugged it, and she took a stumbling step toward him.

I liked that he was already taking control. He was young but self-assured. He knew what he wanted and took it.

She stood on tiptoe, and he kissed her. Then his eyes darted to me. "Can we get right to it?"

I nodded. "If you like."

He pushed his fingers beneath the hem of her top and started to push it up. "I'd like."

Maggie let out a sigh as he drew her top over her head. Her short red hair flared around her pretty face, and she chewed her lower lip, which meant she was turned on.

John unhooked her bra and let it drop. "We all hope to be working the right line when women like you come in. You know that, right?"

She shook her head. He ran his finger over her nipple, and it stood up tight and high. He bent and tugged the little nub between his teeth. He didn't seem bothered one bit that I was there. I sat on the sofa to enjoy the show, with my cock hard and straining in my pants.

"And we especially hope to score you," John whispered. He pushed her skirt down, and Maggie stepped free of it. My wife stood there in pale pink panties and nothing else.

"That red hair. That heart-shaped ass. Those tits..." He cupped her boobs and gave them a squeeze, making Maggie whimper.

She stood there like a beautiful deer in headlights. It was arousing to see him put her under his spell. The kid was good.

"You're our favorite cougar. The one everyone wants to fuck. And here I am.



"HIS COME SHOT THROUGH THE AIR, LANDING ON HER CHIN AND CHEST."

Lucky me." John slipped his hand inside her panties and then pushed his finger into her cunt. Her head fell back, and she swayed a little.

I had intended for us to retire to the bedroom, but right there in the front room seemed to be where the action was unfolding. I was fine with that.

Her panties were off, and he was walking her back. He pressed her against the wall, drew one of her long, lovely legs up to his side and pressed himself against her.

She started grinding against him, even though he was still clothed. She was hot and desperate, and the sight of her made me feel dizzy with arousal. I wanted to come so bad while I watched, but my climax would have to wait. I made it a rule

to save my orgasms for our alone time.

John's hand went between her thighs. He stroked her, working her clit like an expert. Her hips rocked and swayed, and I knew she was getting close. She was worked up beyond belief and nearly panting from the way he was stroking her.

"Come for me," he said, "so I can put my big dick inside you."

She came with her mouth open and her eyes shut. My cock fully stiffened in my pants, and I took a deep breath to steady myself.

John got undressed, and his cock was indeed big. He dragged it between her thighs, teasing her. He once again pulled her lovely thigh to his side using his muscular arm to hold it there. He slid forward and entered her, hissing hotly.

She's tight and wet and perfect, my wife. Like warm, wet velvet.

He held her leg and fucked her hard, her body rapping against the wall as he repeatedly rammed her.

He pulled free of her suddenly and looked my way. "Let's give your man a better show. Closer up."

She took his offered hand, and he led her toward me. To the left of the sofa there's a waist-high bookshelf. He planted her hands on the top of it and positioned her legs wide, putting her at the perfect angle, so I'd be able to clearly see when he jammed his impressive

cock back inside her rosy cunt.

His hands looked so big on her tiny waist, his thick fingers dancing over her pink asshole as he plied her crack. She pushed back toward him, eager for more cock. I couldn't see her face, but I could hear her breath. I could see her body language. She wanted him—badly.

He slid his cock into her with exaggerated care, while his thumb also pushed into her ass. Then he fucked her in both holes in tandem, withdrawing and then plunging back into her simultaneously as she cried out softly.

His eyes never left the place where his body entered hers. I rested my hand on my cock and let the heaviness ease some of the ache.

Maggie kept forcing herself back against him. She was bucking frantically, the way she does when she's oh-so-close to coming. He reached beneath her, and I saw the muscles in his arm flex as he stroked her clit, all the while continuing to thrust his dick into her at a fast and furious pace.

"I'm coming," she soon cried out, her voice bouncing off the walls. "I'm coming. Oh, God, I'm coming."

His hand flew up, and he grabbed her hair, holding it like a rein. He tugged as he fucked her even harder. I had a clear view of her lovely, quaking profile.

He kissed her neck, and then bit her in the same spot. The way she shivered and moaned made it appear she'd come again, and the thought made me smile.

She sank to her knees after he murmured something to her, and he rubbed his cock all over her full lips. Her tongue darted out, sampling her cunt juice on his rod. He slipped the tip of his erection into her mouth, then pulled away. He was teasing her, watching her lick her lips in anticipation.

John grabbed a handful of hair and looked down at her. "You want this?"

She nodded.

"You want my cock in your pretty little mouth?" he asked, his voice ragged.

Another nod.

"Then say it."

"I want your cock in my mouth." He pushed forward suddenly and then withdrew.

"Again," he demanded.

"I want you in my mouth. Put it in my mouth."

He did it again, and then withdrew again before pointing to me and saying: "Tell your husband."

She looked at me shamelessly. "I want his cock in my mouth."

"I know, baby. I know," I assured her.

John thrust into her mouth again, and his hand cupped the back of her head as he fucked her face harder. She muttered around his dick, her hand wandering to the soft, wet place between her legs. Then she was stroking herself.

"You like that, don't you? Sucking dick?"

She nodded, her hand moving faster.

"It gets you off. Makes you need to come?"

Another nod. Then her fingers were no longer making circles on her clit. They were thrusting deep into her pussy as

she ground her clit against the heel of her hand.

"I'm going to come for you, Maggie. Is that what you want?"

She pulled away from him to whimper, "Yes, I do."

Then he held her head and fucked her face like a madman.

My cock strained against my zipper. I held my breath watching him use her, watching him have his way with what was mine—knowing how much that excited her.

John moaned, suddenly pulling free. His come shot through the air, landing on her chin and chest.

She'd made a good choice in John. I only hoped he was willing to come again, so to speak.

-M.K., Des Moines, Iowa

If you've shared your wife, or have had one shared with you, why not share with us? Mail your story to: *Penthouse Letters*, Department TH, 8944 Mason Avenue, Chatsworth, CA, 91311, or email it to: letters@penthouse.com.





SMOKIN'

MARY IS WISE BEYOND HER YEARS AND
KNOWS HOW TO LIGHT YOUR FIRE.





“BEING NAKED AND EXPOSED
MAKES ME WET!”

—MARY











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LETTERS

↳ CARNALCOPIA

❶ THE SUBSTITUTE

Having been married for 15 years, I thought I knew my husband. I thought I knew myself, for that matter. But even at the age of 44, life can still have erotic surprises for you. If you're lucky.

Exercise and sane eating habits had let me keep my fit figure into what was now, undeniably, my middle age. I was proud of the shape I was in, my tits and ass were still firm, though I wasn't really trying to impress anybody except Roger, my husband.

I worked at a big advertising agency. I was good at what I did, but sometimes it was awfully time-consuming. Even so, I grew gradually aware that something was off with Roger. He'd been acting strangely.

We had a fine sex life. Roger had stayed in good physical shape as well, and he could still get me wonderfully hot and bothered with just a look.

One night in bed, though, he seemed particularly distant, like his mind was elsewhere as he plowed me with his cock. I enjoyed it anyway as I was swept up into

a familiar climax, feeling his cream warm me inside as he came as well. But as we lay together afterward I nudged him.

"Rog...is something going on with you?"

He got defensive, way out of proportion to the question. He said he'd been busy at his own job and we just hadn't been seeing each other enough. I let it go.

But we had been married a long time, and you get so you can sense things. Even though I knew Roger loved me, I wouldn't put it past him to have an affair. The thought didn't tear me apart with jealousy, but I did want to know the truth.

I started to do some unaccustomed snooping. It was distracting and even demoralizing. I actually found myself caring less and less if Roger was fucking some other woman. At some point, I just wanted him to come clean about it.

A young woman named Amanda, who worked in my office, noticed my mood. "Mrs. K, are you all right?" she asked me.

"Call me Zoe, Amanda."

She smiled at that. She was a pert thing, with nice tits, gorgeous hair and a pretty face. I recalled she'd been working there about two months and

always seemed to be by my side, offering help. I'd figured she was looking for a promotion.

Somehow that day her concern hit me when I was most vulnerable. We were alone in my office, and I started talking. Then I couldn't stop. Soon I'd babbled my suspicions about Roger.

Amanda bit her lip and looked at the floor. I thought I had embarrassed her—and myself—but she said quietly, "I'm afraid I know something about that, Mrs.—Zoe. Can you come to my place after work?"

The moment was like something from a mystery novel. I got back to work and stayed at the office until evening. When I left, Amanda was already gone from her desk. Curious, I drove to the address she'd given me and knocked on her apartment door.

She let me in, wearing a slinky robe. There were candles burning and soft music playing. I was more puzzled than ever as she had me sit while she stood, looking nervous.

Finally, she said, "Okay. I don't know how you're going to take this but..." She bit her lip again, which gave her a cute "naughty girl" look. "But I'm the one your husband has been sleeping with."

I would have thought, under those circumstances, that my response would have been a lot more violent. Maybe 10 years ago it would have been. But I was older and wiser. I eyed the attractive woman who was probably half my age.

In a steady voice, fixing her with a cold eye, I asked, "Why?" I wanted her to have to explain. I wanted, at least, to see her squirm as she told me why she was intruding into my marriage.

But I didn't see her answer coming. Quite frankly, it stunned me.

Amanda said, "I slept with him because it was as close as I could get to sex with you." She blushed.

My mouth dropped open. I don't think I'd ever been so shocked in my life. But even as I reeled from that bombshell, I





thought back over the past two months. Amanda hadn't just been helpful around the office. She'd been downright flirty, giving me smoldering looks and offering endless compliments.

With the look of somebody going off the high dive, she pulled her robe's sash and dropped the garment on the rug. She stood nude before me.

I was still gaping, but now it was at the sight of this perky young thing on full display. Her tits were high and full, capped with pink nipples the color of cake frosting. Her body was richly tanned, supple and silky-skinned.

Desire was hot in my throat. Before Roger, I'd had a few girl/girl experiences and had enjoyed them immensely. But I thought all that was behind me.

Apparently not.

Finding courage from the lust in my gaze, Amanda turned in a circle. I stared in wonder at her brash little ass. It looked so enticing I wanted to sink my teeth into it.

When she faced me again, she said in a pleading voice, "Will you let me fuck you, Zoe? Please. Please!"

Now I did react violently, but it was in a fury of overwhelming desire. I launched

"SHE WAS WHIMPERING WITH NEED AS I GOT MY FIRST TASTE OF HER CUNT."

up off the couch and grabbed the naked young woman. She melted in my arms as our mouths crashed together, delivering a jolt of pure pleasure. She kissed me back madly, tugging at my clothes as she groaned deep in her throat.

After my clothing was flung every which way, I pressed my naked body against hers. My hands moved over her smooth flesh. I groped her luscious ass. She mauled my tits, pinching my fiercely hard nipples.

Panting, we finally broke our lip-lock. Her eyes dancing, she took my hand and

led me to her bedroom. More candles burned there. We threw moving shadows onto the walls as we spilled onto the bed, wrapped in a new embrace. Her thigh slipped between mine, pressing against my streaming pussy. I cupped her tits, bending to suck on her stiff nipples.

I moved farther down. All my muscle memories of lesbian sex had returned. Savoring the experience, I kissed and licked my way along her body. She spread her legs, and I lay between them, focused on her pussy.

She was already whimpering with need as I got my first true taste of her cunt. I lapped at her moist lips, then speared my tongue deep into her as she bucked on the bed.

I dove inside her, feeling her slick interior. Her clit begged for attention, and I lavished the pulsing bud with my tongue, teasing it with skills I'd half-forgotten I had. Amanda's fingers wound into my hair. Her hips jerked, and she cried out as she came, her pussy quivering and releasing a delicious rush of juice.

Amanda didn't need any recovery time. I grinned as she bounced up, shoved me

LETTERS

↳ CARNALCOPIA



onto my back and scrambled between my legs. I looked down to see her darker face contrast with my paler thighs. Whatever else, it was very heartening to have someone so young attracted to me.

At the first touch of her tongue, my whole body jumped. Roger loved eating me out, but there is something special about a woman's knowing mouth. Amanda swirled her tongue over my lips. Her hot breath tickled my sensitive skin. When she slid her tongue into me, I clawed the bed on either side of me, feeling delirious.

Like I'd done to her, she toyed with my throbbing clit. She deftly coaxed the bud, fanning the flames of my pleasure. My hips bucked, and I humped up against her face, losing all control. A wild cry tore from me, and I came hard, my body singing with ecstasy.

But Amanda wasn't done. In a delightful daze I let her turn me over onto my knees, with my ass in the air. Again, I felt her breath on me, this time as her mouth hovered over the valley between my ass cheeks.

Her tongue touched my butt hole and the sensation electrified me all over again. New surges of desire swept through me; I hadn't had this done to me in ages.

Amanda was fearless as she licked at my pucker. As my muscles relaxed,

"HER HIPS JERKED, AND SHE CRIED OUT AS SHE CAME, HER PUSSY QUIVERING."

my pleasure mounted. She wiggled her nimble tongue tip inside my backdoor, while her fingers reached around to toy with my swollen clit. This time I made a fist and beat the bed as a raw cry climbed my throat. My second climax felt like it turned me inside out and upside down; it was glorious.

"Stay where you are," Amanda said in an excited voice as she hopped off the bed. I heard her rustling in a drawer. When she knelt behind me again, she said, "Now, let me really fuck you."

Without looking, I knew she'd strapped on a dildo. The proof I was right came seconds later as I felt the smooth rubber cockhead pushing past my soaked pussy entrance. It was a good-sized piece of hardware, and Amanda was

quite talented with it. She penetrated me slowly, letting me enjoy every inch of it.

When she'd sunk herself all the way in, her hands closed over my hips. I always liked it when Roger fucked me hard from behind. I begged, "Fuck me! Fuck me like I'm yours!"

She gave a ragged groan of joy and proceeded to pound my pussy. It felt damn good. I grinned, thinking that this was right. This young woman had been so smitten with me that she'd gone after my husband. My having sex with her now just balanced the scales.

Yet another orgasm was gradually building in me. It mounted, a powerful force. On impulse I called out, "Fuck my ass!"

With another joyful exclamation, Amanda pulled out of my cunt, set the slick cockhead to my well-licked asshole and drove her dick into my back passage. I shuddered with the intrusive elation of it, my body trembling helplessly.

Amanda confessed, "Every time I sucked Roger's cock, I thought about it being inside you!"

Her words sent me reeling into my climax, with Amanda's fake cock buried deep in my ass. The day had been full of surprises. I felt like the luckiest woman in the universe.

-Z.K., Richmond, Virginia

STAR PUPIL

Grammar aside, Jacob was brilliant. That's how he ended up with his engineering scholarship. He was a smart young man, but sometimes the simple nuances of drink, drank, drunk were beyond him. That's why I'd been helping him with his English papers since he'd started his sophomore year at the local university.

I'd been a teacher until I'd started my own business, but I still tutored on the

side when I could. It was nice money and kept me busy. I had a lot of time on my hands, being a divorcee.

Jacob was my favorite student, and I was itching to get into his pants. I'd had my share of local boy toys since ditching my husband. Young men appreciating an experienced woman is no myth, I'd found out. But Jacob was special, and I wanted him.

He was shy, and I always caught him looking at me with a mix of admiration and longing. But he never acted on his obvious desires. His big blue eyes would follow the lines of my body, his cheeks would get flushed, and he'd rake a big hand through that black hair of his and make me crazy. My speculation was that Jacob—all six foot four inches of him—was a virgin.

As he came loping up onto my porch the other day, I was studying him through the peephole. I watched him fix his hair, pop a mint into his mouth and steel himself. He was nervous. It was always charming to see him flustered.

He rang the bell, and I made him wait a beat as if I hadn't been standing right there. I wore a pair of jeans and a white blouse that was sheer enough to give a hint of rosy nipple without being fully see-through. I wanted him to be a bit flustered and a lot excited, not gobsmacked.

He looked startled when I opened the door, like he always did. I almost laughed but managed to stifle myself.

"Come in, Jacob. Still a little chilly out there," I said. "The warm weather isn't quite here yet."

Which was true. It was also why my nipples were standing at attention. A fact that wasn't lost on Jacob. His cheeks went the shade of a lobster, and I took his wrist to tug him into the house. Then I shut the door.

"I liked your paper on *The Odyssey*," I said.

"You did?"

I leaned in and softly kissed the tip of his wind-chilled nose. He made a strangled sound, and I smiled warmly.

"I did." I touched his arm. "Was that okay?" I asked.

"What?"

"Me kissing you."

He nodded vigorously while exhaling the word "yes."

"Good." I kissed him again. Gently. On the mouth. A kiss so tender it was almost as if it hadn't happened.

He made that noise again, but then his mouth crushed down on mine and his hands came up to hold my arms. When his tongue poked past my lips, I parted them wider and let him in.

"I know you've kissed a girl before," I said. "I can tell."

I ran my fingertip up the growing bulge in his jeans. His cock was long and spectacularly stiff. I couldn't wait to wrap my lips around it.

He cupped the back of my head and went back in for more. His mouth became bolder, and he pulled me to him so I could feel the hard line of his dick nudge the cleft of my pussy. I grabbed his ass and squeezed. It was as hard as hell, Jacob is on the university's track team.

He groaned, and I laughed.

"Are you a virgin?" I whispered in his ear before nipping the lobe with my teeth.

He went still, but then looked me dead in the eye and said, "Yeah."

"Do you want to stay a virgin?"

"No."

"Good." I kissed him and worked his button and zipper. I wanted to feel the soft steel of his erection in my hand. I pushed my fingers into his boxer briefs and stroked him. He made another desperate sound, and I said, "Take off my top."

He pulled my shirt over my head and stared at my bare tits. They were small and still pretty great, I thought.

He smiled and ran his thumbs in circles over the puckered halos of my nipples. I cooed in his ear, and then I whispered, "Pinch them."

He did. Softly at first, but when I rocked my hips toward him to show him it felt good, he pinched them harder, then harder still. I sighed, feeling the sensation shoot from my tits to my pussy.

"Now lick them," I said, tickling my fingers over his cock.

He moaned softly, and the hairs on the back of my neck tingled.

He bent to lap at my breast, swirling his tongue over the right nipple until it glistened, then he moved to the left one,



LETTERS

↙ CARNALCOPIA

outlining it with the tip of his tongue. I didn't even have to say a word; he moved on to sucking them without any orders from me. He drew on them gently, but when my hand slid all the way into his briefs and gripped his shaft tightly, he sucked harder.

"Yes, like that. God that's good, Jacob," I said.

He grabbed my waist and held on to me as he raked his teeth across my nipples and down the side swells of my tits. He delivered little love bites that had my pussy soaked.

I let go of him and unbuttoned my pants. He took over, yanking them down so eagerly I let out a little cry, which was quickly followed by a delighted laugh.

I took his hand and brought it to my pussy. "Feel what you do to me."

He cupped my crotch and held me for a moment before leaning in to kiss me again, biting my lower lip.

He slipped his fingers inside me, and I gasped. He pushed them deeper, and I tilted my hips to take them in further.

"Yeah. Like that. Good. More," I muttered. My juices were flowing, and I could hear the wet sounds of his fingers plunging in and drawing out of me.

When I was desperate to have his cock in my cunt, I pushed him back on the sofa. He pulled his shoes and socks off, and then I took care of his pants. I put my mouth on his cock which was still covered by his boxer briefs, and I exhaled a hot breath onto his hard bulge. He made another crazy sound, and his fingers slipped into my hair, holding my head there as his hips jerked up.

When I hooked my fingers in his waistband and tugged down his briefs, he groaned, "Fuck yes."

I smiled. Then I sucked the tip of his cock into my mouth. I drew on him softly until his body became restless, then I sucked down more of his shaft. He jerked up from beneath me and filled my throat with his cock.

"Sorry," he gasped, pulling away.

"No, it's fine," I assured him. I went down again, filling my throat and feeling the muscles of his thighs tense beneath my hands.

"I don't want to come. Not yet. Not like this," he whispered.

"You do me, then," I said, smiling up at him.

He nodded eagerly, and when I was splayed on the sofa, totally naked, he

got on his knees between my thighs. He jammed his fingers inside my cunt, fixated on the sight of them as he worked them in and out of me and I grew wetter and wetter.

I felt his hot breath on my pussy, and the sensation only made me more desperate. I bumped my hips up, and he finally settled his sweet mouth on me. His tongue nudged me, briefly tasting me. Then he went at me with long, broad licks that sent me reeling.

I gripped his dark hair in my hands and held him steady while he ate me. He'd done at least this before, I could tell—and I was thrilled. His practice lovers had set him up well to please me.

My sweet boy wriggled his tongue into my slick hole, thrusting a few times, then went back to properly attending to my clitoris. He sucked that pulsing nub gently and pushed his fingers back inside me, moving them in and out rhythmically. I was close to losing my mind when he sucked my clit hard and then very softly nipped it with his teeth.

I came, clutching his hair so frantically I feared I'd yank it out. Instead, he moaned in encouragement.

I motioned him with my hands, "Come up here. I want you inside me."

He blew out a big gust of air, and his hand went to his dick. He stroked it a few times before settling his body between my legs. The tip of his dick slid along my cunt opening, and I shuddered.

He sank into me slowly. Our eyes locked, and my arms looped around his strong neck. When he was nearly fully inside me, I slid my hips up and took him all the way home.

His eyes glazed over and then he simply shut his lids as he began to move.

Lovely Jacob was big and thick and as hard as a rock.

I matched his rhythm eagerly and clutched his perfect ass. He was everything I'd hoped, and his eagerness was thrilling. I was on the verge of coming again. I could feel my pussy growing





tighter and tighter around him as he thrust into me. He slipped his hands beneath my ass and plunged into me deeper and harder.

"I don't want to come too fast," he whispered in my ear.

"Come when you come. We can always start again from the beginning." I slipped my tongue along his earlobe and felt him shudder.

He made a frantic noise, which sent a tingle down my spine. I clenched my pussy around him and felt my climax fast approaching. My cunt felt swollen and ripe, and the friction of his forceful fucking was pushing me even closer to the edge.

"I'm going to come, Jacob," I said in his ear. "I'm going to come around your dick because of you. Because you're fucking me."

He moaned, and I smiled, clenching around him again.

He slammed into me hard, banging my clit, and I climaxed, biting his earlobe as I did. "Yes," I groaned. "Yes, fucking yes."

He moaned again, and that was that. His body went rigid in my arms as he spilled inside me. I felt the rush of wetness as he continued pounding me in a slow rhythm.

"Like I was saying," I said smiling. "I really liked your paper."

"Was that my reward?" He grinned.

"No, but we can come up with a fun reward if you want."

"I want," he answered with bright, shining eyes.

He'll always be my favorite student.

-L.S., Boston, Massachusetts

"I BEGAN RUBBING MY DICK THROUGH THE THIN MATERIAL OF MY SWIM TRUNKS."

SEEING DOUBLE

Out the open window of my second-floor apartment I spied the swimming pool below as I threw my heavy textbook onto a table. My brain told me I should keep hitting the books in preparation for yet another exam, especially if I wanted to finish grad school and get my master's on time. However, my overheated body told me the day was too hot and the pool too cool for any further rigorous mental toil. So I shucked my study duds, hopped into a bathing suit and grabbed a towel and a magazine and gave into temptation.

The four-building apartment complex in which I live has a large courtyard in the middle, with the swimming pool taking up about a third of that space. I spend many hours there during the afternoons, swimming and sunbathing when I should be studying. Since that's when most people are at work, I usually have the place entirely to myself. That's why, as I

slipped through the gate in the chain-link fence that surrounds the premises last Thursday, I was surprised to see that someone else was already there, and that it was a woman, no less, and a hot older one, at that.

She was lying on a towel by the diving board at the far end of the pool, and she looked up when I latched the gate shut. She was wearing funky, aviator-style sunglasses and very little else. What little of her glistening, tanned body that was covered was just barely concealed by a green bikini top and matching thong bottom.

"Hi," she said, propping herself up on her elbows.

"Hi," I replied, my eyes—and other body parts—bulging as I took in her long blonde hair, large tits, obviously hard nipples and slim legs that gleamed with suntan lotion. This woman was absolutely gorgeous, and I wondered what would happen if I tried to make a move.

Adjusting my shades, I desperately tried to think of something witty and engaging to say. Unfortunately, prolonged exposure to studying had sapped me of spontaneity, and before I could speak, she lay back down on her towel. I shook my head in frustration, then stretched out on a plastic recliner, pretending to read my magazine. What I was really doing, of course, was staring over the top of the glossy periodical at the sunbathing goddess as she sizzled under the glare of the beaming sun. My cock grew hard and my balls grew heavy as a result of the heated vision, and I prayed she wouldn't look up and notice my excited state. Luckily, she continued ignoring me.

I watched her surreptitiously for about five more minutes, and then she suddenly sat up and started applying suntan lotion to her luscious, toned body. Squirting white cream into her hand, she rubbed up and down the length of her slender arms, buffing first one, then the other. Then she squeezed a dollop of lotion onto her chest, right between her tits, and rubbed it into

LETTERS

↳ CARNALCOPIA



her neck, shoulders and the exposed skin of her cleavage.

"Yeah, baby, yeah," I whispered to myself, sliding my magazine down from my chest to my lap so it functioned as a shield for my right hand, which I placed over the top of my straining cock. Slowly, I began rubbing my rock-hard dick through the thin material of my swim trunks as I stared at the poolside beauty. When she had finished with her chest, her hand trailed downward as she applied sunscreen to her flat stomach and supple legs. She was so intent on what she was doing that she didn't notice me slip my hand underneath my waistband to grip my cock more firmly. The magazine trembled in my left hand as I used my right to work my prick.

There was no one else around, just me, the woman and my raging erection. As she slathered lotion all over her legs and feet, I pulled more and more urgently on my shaft. Then she stood up and turned away from me before bending at the waist to caress the backs of her legs with her greasy hands. Her bronzed ass filled my field of vision, and the sun beat down on me as I beat my cock. A gentle breeze rifled the pages of my magazine, and before the gorgeous blonde had finished kneading suntan lotion into her shapely legs and butt, my balls tightened and my cock sprayed semen all over an article about SUVs.

My groan must have been a little too loud, because the hot babe suddenly

"I CAME LONG AND HARD WHILE I WATCHED THAT HOT GIRL-ON- GIRL SCENE."

turned around and looked at me. The magazine still covered my now-softening cock and come-spattered stomach, and all I could do was sit there and give a goofy smile to the source of my satisfaction. I didn't think she had caught on to what I was doing because she turned around and lay back down, allowing me to breathe freely again, though I hadn't realized that I'd been holding my breath for the prior 20 exciting seconds. I also released my spent cock, feeling lightheaded and physically drained. Though I'd jerked off in semi-public places once or twice before, I'd never done it with an oiled-up hottie caressing herself only 10 short yards away.

I towed off and tried to focus on my magazine, not trusting that my legs were yet strong enough to stand on, much less walk. But I must have dozed off after

all that physical exertion, because the next thing I felt was something brushing against my bare shoulder. It was my fantasy woman's long fingers, and as I looked up into her big, beautiful eyes, I wondered if I was still dreaming.

"Same time tomorrow?" she asked with a wicked, knowing smile. She gazed down at me from about a foot away, obviously waiting for an answer.

My only reaction was to nod dumbly, my brain still fried and my body wasted, and then before I knew it, she was gone. I craned my neck up off my lounger and watched as she sashayed across the grass and around the corner of one of the buildings, her ass cheeks twitching sensuously and her hips swaying from side to side.

I suppose it's needless to say that the next day couldn't come soon enough for me. I was down at the pool with my towel and magazine well before the appointed hour, my body shaking with anticipation, despite the steamy weather. By the time my sun-kissed cougar finally sauntered through the gate, I'd been thoroughly grilled by the broiling sun. I smiled at her as she walked in, and then I almost swallowed my tongue when I noticed she had brought along a companion.

She was as hot as her friend, maybe even hotter. The ladies walked over to a spot near the diving board, and the new woman waved at me. I waved back, a huge grin on my face as I took in her hot pink bikini and curvy body that was as bronzed as her friend's. She had short brown hair tucked behind her ears, small breasts and long dancer's legs.

I almost came in my shorts, so I prayed for endurance as the two sun-worshippers laid out their towels and sat down. My trusty magazine was already situated over my cock and balls, providing cover once again for my busy hand. Then I watched closely as another sexy scene began to unfold. Sitting cross-legged, the blonde had her back to the brunette, who knelt behind her and began applying lotion to



her friend's neck and shoulders.

My eyes almost shattered the tinted glass of my Ray-Bans as one unbelievably sexy woman caressed and massaged the upper back of another. I gleefully stroked my dick, staring at the amazingly erotic sight, and I wondered how long I would last.

Not long, I thought, watching the brunette's slippery hands travel all over the blonde's neck and shoulders and back, rubbing and kneading the shiny, brown flesh.

When she reached around to rub her nearly naked friend's stomach—her chin resting gently on the girl's shoulder with her lips only millimeters away from a delicate ear—I almost lost my load right then and there.

I somehow had the wherewithal to slow my hand and keep my cock under control for a precious few minutes more. Then I was rewarded for my discipline when the blonde stretched out on her stomach while the brunette straddled her round ass cheeks and applied lotion to her lower back. She worked in the cream with slow, circular strokes, and then she scooted further down her friend's body and began working on her legs.

My magazine fell by the wayside

because I was so excited I didn't give a damn who saw me pumping my shaft. I openly tugged on my exposed dick and, using my other hand, rubbed my nipples at the same time. Soon both my hands were slick with suntan lotion, which helped me stroke faster and faster, the cream acting as a lubricant that allowed me to reach speeds I had never reached before. And as my hand flew up and down over my hard, slippery dick, I gasped for air, and then I almost stopped breathing entirely when the blonde rolled over to expose her soft underside to her friend's busy hands.

Glancing over at me—and my cock—the blonde smiled as she rubbed her way up her friend's shapely legs. Then she moved up even further to massage the girl's undulating stomach and chest. When she blatantly slid her hands under the blonde's top and kneaded her mouth-watering breasts, I grunted and reached my climax. Thick ropes of semen shot out of my cock as the blonde wantonly explored her girlfriend's tits and nipples. Meanwhile, the blonde moaned and writhed on her towel, her swollen nipples getting pulled and rolled by her friend. I came long and hard while I watched that blazingly hot girl-on-girl scene, until my entire stomach was coated with sticky cream.

Every few days for the rest of that long, hot summer, my study routine was broken by a healthy dose of poolside masturbation inspired by my blonde temptress. She would usually be alone, but always in perfect viewing position, and she would often join in the fun by getting herself off as well.

I vowed that one day I would get to test out her pussy for myself, but sadly, I never did. Maybe she'll read this letter sometime and remember the fun we had—I know I'll never forget it. Memories of her in her bikini, rubbing cream over that tight, hot body, remain vivid in my mind, and I'm sure they'll be the inspiration for numerous masturbation fantasies in the years to come.

-A.W., Reno, Nevada

Life, like sex, is uncertain business. You never know what you're going to find. Same goes for Carnalcopy, which includes a little bit of everything. You might even find your letter there. Of course, you'll have to send it to us first! Mail your story to: *Penthouse Letters*, Department CC, 8944 Mason Avenue, Chatsworth, CA, 91311, or email it to: letters@penthouse.com.



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THESE FRIENDS CLOSER THAN EVER.





“PLAYING WITH EVA WHILE THE GUYS
WATCH—THAT’S HOT!”

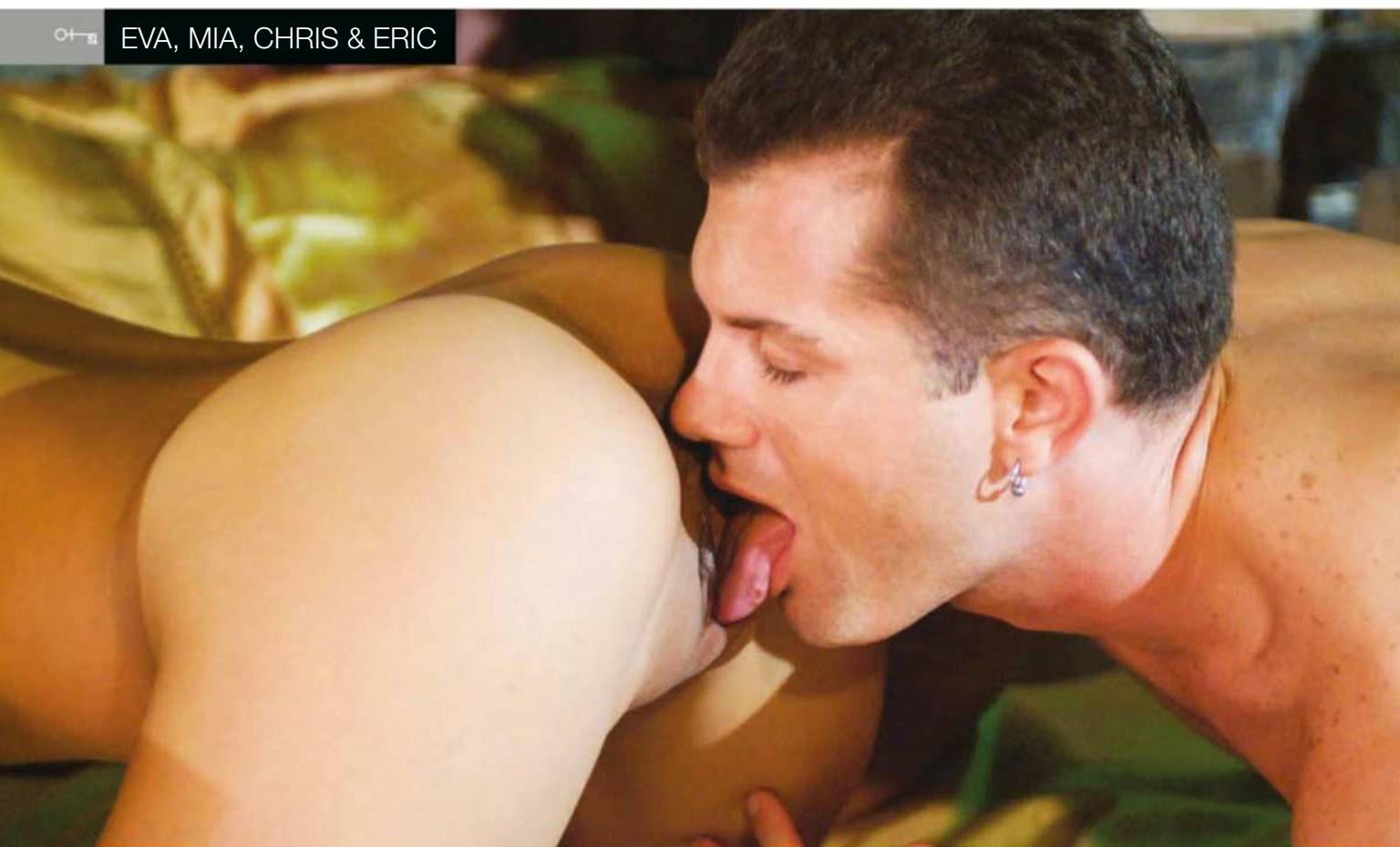
—MIA



EVA, MIA, CHRIS & ERIC



















TOP 10

GINA LYNN



TOP 10 TIPS TO CATCH A COUGAR

10. Boost her ego and offer no-strings attached fun.
9. Pour on the charm; be a big old flirt.
8. Show up on time—and don't ever cancel a date.
7. Don't play games; she'll spot your lies a mile away.
6. Be easy on the eyes and easygoing.
5. Let her teach you a thing or two.
4. Know when to leave. Don't wear out your welcome.
3. Keep your word. She won't forgive or forget.
2. Live for the chase. Cougars liked to be wooed.
1. Make her purr, and you'll score plenty of pussy.



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116



122



128

138



132



116

CONTENTS

114 || EDITOR'S NOTE

116 || MAY/DECEMBER AFFAIRS

**122 || PICTORIAL:
KENDRA SUNDERLAND**

**128 || FEMALE DOMINATION:
MAID TO SERVE**

Henry dons a French maid's outfit at the behest of Mistress Miranda and caters to her every whim—and those of her domme friends.
By Henry Griffin

132 || BONDAGE: TIES THAT BIND

Yearning for more out of life, a conservative cougar meets a worldly younger man who unlocks her deepest passions.
By Claire Porter

**138 || WIDE WORLD OF
VARIATIONS**



VARIATIONS

▼ EDITOR'S NOTE

OLDER, wiser and kinkier—those words perfectly describe the stars of this month's issue of *Penthouse Variations*.

In May/December Affairs, a hot domme tutor isn't afraid to use some tough love to put her errant pupil on the right track—who knew the key to getting a Master's was to submit to a mistress? And a young intern gets "debriefed" on the keys to success by her corporate mentor, who teaches her more in one night than she'll ever learn in class.

Live-in love slave Henry Griffin has the adventure of a lifetime when he submits to the wicked whims of three voracious cougars in "Maid to Serve," and Claire Porter meets a kinky young cub who unlocks her secret passion for bondage in "Ties That Bind."

Wide World wraps up this issue's erotic delights with tales of lesbian lovers who reunite for an outrageous evening and a longtime married couple on a dinner date who can't wait for dessert.

Do you think age is just a number? Share your stories about May/December affairs by sending them to: letters@penthouse.com.





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VARIATIONS

▼ MAY/DECEMBER AFFAIRS

❶ HARD LESSONS

Looking back, I can't believe it took me so long to realize how smoking hot my tutor was. Granted, I was massively distracted by the difficulty of the subject I was trying to learn. I had a physics midterm coming up, and if I blew it I was screwed. I needed to pass the course if I wanted to stay in college. My future was hanging in the balance.

My own professor recommended Mandy as a tutor. I was to go to her house twice a week for immersive lessons in this very tough scientific discipline.

She was probably somewhere in her 40s, had an easy manner and was highly intelligent. In those first couple visits, she registered as an attractive woman only in the abstract for me. My brain recorded her well-maintained figure, her nicely mounded breasts, shapely legs and elegant features. But the age gap kept those attributes from arousing me. Stupid me.

In the initial sessions, my mind got overloaded with the material. Momentum, energy, impulse—all those physics principles whirled together into a hopeless mass, and I was in despair. Mandy was quite gentle, pouring tea and trying again and again to talk me through the subject. She obviously had a perfect grasp on what I needed to know, but I seemed incapable of absorbing it.

The third time I was at her place, she finally showed some frustration with me. She'd spent a half hour repeating the same point, and I didn't get it. Suddenly she slapped her hand hard on the table. The sound was like a gunshot, and I jumped in my chair.

She looked sternly at me, her face a forbidding mask and her eyes as hard as flint. Something strange but powerful stirred in me. My stomach fluttered, and gooseflesh stood up on my arms. Weirder still, the principle

she'd been explaining abruptly came full-blown into my mind. I said it back to her, then applied the knowledge flawlessly to a problem.

When she smiled, it was like being given some grand reward. I almost whimpered in pleasure and asked for a pat on the head. That peculiar stirring stayed with me, and only after I left that day did I realize how horny I was. I went back to my dorm and jerked off half the night, with Mandy's severe-looking face hovering over me in my mind.

After that, I was keenly aware of her stern beauty. What a gorgeous woman she was! I snuck longing looks at her. But

"THE CROP WHISTLED THROUGH THE AIR, AND A STINGING SLAP SEARED MY ASS."

I still desperately needed her tutoring.

Now, though, when I got stuck on something Mandy would slap the table to get me focused. I found myself looking forward to those intense demonstrations of emotion. She started to add a few other tricks, talking sharply to me when I got something wrong or making me stand up and apologize for not working hard enough.

Each time she pushed the boundary a little farther, and I got more excited. I had an almost constant hard-on during our sessions. But the approach continued to work. When she was strict with me, I learned better.

I was also aware of how she was looking at me, with a new glimmer in her

eyes. She would softly bite her underlip and give me lustful looks. Though we didn't say anything about it, something strong was building between us.

The attraction was mixed together with my newfound submissiveness. I wanted her to be severe with me. I wanted...wanted...well, I didn't know what exactly. I'd never had feelings like these before.

One day I eagerly showed up at her house, as arranged. When I entered the unlocked front door, she came into the room and I gasped at the sight of her. My cock stiffened in my jeans, and my jaw dropped.

Mandy was dressed in a tight black blouse, a leather miniskirt, black stockings and high heels. Her hair was pulled back into a bun, giving her a cool but menacing look. She wore sexy librarian glasses and gazed at me with eyes that brimmed with dark eroticism.

She also held an old-fashioned riding crop in her hand.

"Sit down, James," she said in an icy voice. "The lesson will now begin."

My knees shook as I sat at the table. By now I'd learned enough physics to get through my midterm, but I wouldn't have missed this tutoring session—or whatever was going to happen instead of it—for the world.

She proceeded almost like normal, except for the "headmistress" outfit she was wearing and the unyieldingly stern tones she used. Instead of sitting with me, she paced back and forth behind me, high heels clicking on the floor. She tapped the crop against her stockinginged thigh, and my body tingled with desire.

She asked questions, and when I didn't answer fast enough, she smacked the table with the leather implement. The sound made my heart race. I didn't fully understand what was happening to me, but my every instinct told me to go down this dangerous path with her, wherever it led.

I pretended not to know the answer to the next question. Mandy spun on me,

eyes ablaze as she barked, "You should know this! Stand up!"

I launched to my feet, trembling as a wicked smile moved her sensual lips.

In a throaty whisper, she demanded, "Lower your trousers."

We were crossing all sorts of lines, but I didn't hesitate. With my belt buckle jingling in my shaky hands, I undid my jeans and pushed them down to my knees.

"Your underwear, too," she demanded.

My stiff cock sprang out as I removed my briefs. My dick was so hard it was almost painful. Mandy looked at my throbbing meat, then said, "Bend over the table."

I leaned so far over that my head touched the wood. My bare ass was prominently exposed. A sense of intense vulnerability came over me, but at the same time I was fantastically turned on. I didn't bother wondering what that said about me. I gave myself over to the moment.

Mandy click-clacked around the table. I heard her deep breaths and realized she, too, was aroused. She halted behind me and said, "You're making me do this to you."

With that the riding crop whistled through the air, and a stinging slap seared my ass cheek. I yelled loudly. Though the blow was intense, I felt more than pain.

A great hunger opened up within me, one I'd never been fully aware of before in my life. I was gripping the far edge of the table. My knuckles were white, and my whole body shivering.

"Have you learned your lesson?" she demanded.

I didn't want the moment to end.

"No!" I cried out. "Teach me more!"

Somehow, without even seeing her, I was sure she was grinning. I heard another swish of air as she raised the instrument of discipline. The anticipation was excruciating. I wanted her to hurt me again, even though my



body instinctively flinched from the notion. The tension of that conflict only worsened my wicked arousal.

The crop came down and punished my ass. She put all her strength behind the blow. I hoped she was enjoying it as much as me. Though my ass throbbed, my cock also twitched, and I felt pre-come ooze from my cockhead.

My head was spinning; I'd had my share of sexual fun, but this experience was something else. There had been an empty space inside me before Mandy came and filled it. How could I have ever guessed that what I needed, on some secret level, was to be whipped by my sexy older tutor?

"Teach me!" I cried out in a raw voice, the words leaping out of me unbidden. "More!"

I heard a rustle of fabric behind me before Mandy's menacing high heels continued to clack on the floor once more. She struck one side of my ass, adding to the heat—and my arousal. Then she smacked the other cheek. As I clung to the tabletop, leaving my abused butt exposed, I realized she had some real skill with the crop. The hurt she was delivering me was very controlled, potent though it was.

I called out for further discipline, and

she continued to provide it. The sound of the riding crop singing through the air was hypnotic. Mandy's breathing grew ragged, every blow accompanied by a groan. Unmistakably, she was getting off on abusing me.

As if through a haze, I finally saw her lay the crop down on the table next to my head. Her hands touched my shoulders, and I was drawn slowly upright. The room twirled in my vision as if I was drunk.

Mandy turned me to face her, and I saw she'd removed her blouse and skirt. She stood before me only in her heels and thigh-high stockings. Her body was glorious, her tits firm and high, her skin like poured cream. Her hair had come loose from her bun, the tendrils framing her lovely face.

She took me into her arms, cradling my head against her breasts. I felt her warm lips brush my temple. Then she gently guided me back onto the chair I'd originally occupied.

My well-whipped ass touched the wooden seat, and I flinched but still appreciated the extra dose of hurt. I looked up deliriously at my fierce beauty. I could tell she'd been watching me closely, making certain I was okay. She must have sensed she was my introduction to kink.

VARIATIONS

▼ MAY/DECEMBER AFFAIRS



Mandy reached down and took hold of my cock, causing pleasure to shoot through me. Grinning, she straddled the chair and lowered her cunt onto my achingly erect shaft. I sat there, on my whipped ass, and felt her hairless pussy enclose my needy dick.

She sank herself all the way to my root, then gripped the back of my chair and started riding me. Her cunt felt like liquid silk, and I enjoyed the sight of her tits bouncing before my face. When her climax was fast approaching, she told me to come with her. I obediently unloaded with shattering pleasure, spurting into her hot snatch.

I would do anything my mistress said.

—J.W., via email

❶ DEBRIEFED

During my second year of law school, I scored a summer internship at one of the biggest firms in the city. I had high hopes the gig would lead to a future full-time job, so I was a bit of a perfectionist. I took on extra assignments all the time and even came in on weekends.

By mid-July our performance reviews were in, and when I got mine, I was

absolutely gutted to see a "needs improvement" notation under the section about communication skills.

And if that slap in the face wasn't bad enough, my boyfriend had just broken up with me.

Fired up by anger, I emailed my supervisor to ask for a meeting, and then cried in my cubicle during my lunch hour. What was wrong with me? I was smart, had high grades...and I was pretty cute-looking according to my now-ex, who repeatedly professed his weakness for my C-cup tits.

However, in the middle of my pity party, Gary—a senior partner at the firm—showed up unannounced.

"Lisa, meet me in my office at seven sharp tonight."

Dumbfounded, I nodded as he retreated. Gary wasn't asking. Gary never asked—he gave orders.

He was never "mean," but I was definitely more than a little intimidated by him. According to my sources at the firm, he was in his early 50s, had no kids and was divorced from the second Mrs. Gary for years now. He kept a low profile. You never heard Gary swearing on his phone or saw him exhibiting the cocky machismo of some of the other guys at the firm.

But when Gary spoke, everyone stopped and listened.

What the hell did he want with me? Up until then, he had only acknowledged my existence with precious few words, like: "fax this please" and "thank you" when I handed him a case file.

I probably looked ridiculous to him, sitting there with a puffy, red face and tears in my eyes like a little kid. I went to the rest room, fixed my makeup and worked hard until 7 p.m.

By then, just about everyone had flown the coop. Some were out with clients or at dinner, but most had called it quits for the evening. Sure there were a few holdouts barricaded in their offices, judging by the lights coming from under a few doors. But once I got to Gary's floor, I realized he had the place to himself. His secretary and the junior partners were all gone. His office suite was the only light at the end of the hall, and the blinds were drawn.

I took a deep breath and knocked.

"Enter." Gary was poring over a stack of case notes at his desk. He glanced up at me nonchalantly. "Good, you're on time."

"I'm usually very punctual, sir."

"That's one of your strengths, Lisa, yes."

Suddenly, I felt like I wanted to crawl into a hole and hide, but I just stood there, awkwardly clutching my notebook.

Gary cleared his throat. "It's come to my attention you had some concerns about your performance review."

"Yes, I—"

"Your direct supervisor is out of town for the week, so he asked me to meet with you."

"Okay."

"Are you going to elaborate on your concerns or are you just going to stand here, wasting our time?"

"Oh—uh, sorry." I cleared my throat. "I've been putting in more than 60 hours a week—as you probably know. But it says here that my communication skills are lacking. And I wanted to know why? I've done really well with the briefs, and client follow-ups. At least, I thought I did."

"Yes, you have excelled at both those things." Gary stood up and stretched.

I felt my eyes wandering; for a guy in his 50s, Gary definitely kept in shape. The salt and pepper accents to his dark hair maybe betrayed a little age, but not his face or physique, that was for sure. He was one good-looking guy.

"So then..."

"The problem, Lisa, is your lack of confident communication in other regards. Like this meeting, for instance."

I felt my cheeks flush. "What am I doing wrong?"

Gary sighed. "You aren't carrying yourself correctly. If you're going to be an asset to this firm—which I think you could be someday—then you need to become more assertive. I—we—need to see your drive and determination in person. Don't hide behind briefs and memos. Do you understand?"

I nodded. "I guess I'm just..."

"Shy? Well, you picked the wrong profession then."

I hung my head, feeling the tears welling up. But that's when I felt Gary's touch, lifting my chin up: "You are not going to cry or fall apart when someone criticizes you, either. Is that clear?"

I bit my lip and nodded.

"Now, why don't you use this opportunity to tell me what you really want?"

"I want a job here."

"I know that. What else?"

Without thinking about it, I blurted out: "I don't want to feel small anymore."

"HIS TONGUE SWABBED MY CLIT AND PROBED EVERY CREASE AND FOLD."

Gary looked dead into my eyes: "Then never give anyone permission to make you feel that way."

I must've appeared dumbfounded, but then I smiled and said, "Thank you for that."

"There's no need to thank me. Just learn to go after what you want—and never take any crap. Speaking of which, you don't need to take on other people's assignments, like some kind of doormat, in order to get our attention—at least, my attention."

"Well, until now, I didn't know you had even noticed me."

"Of course I did." He sat on the edge of his desk. "In fact, I've noticed you so much I've made it a point not to be your direct supervisor—otherwise, I'd be in trouble." He was suddenly sporting a mischievous grin.

I laughed. "What are you saying?"

Gary smiled kindly and smoothed his silvery chin stubble. "I'll let you fill in the blanks. Isn't that what law school teaches you?"

"Sometimes."

"Well, like I said before: If there's something you really want, you should go ahead and take it. You've earned it."

I put my notebook down and started unbuttoning my blouse. "I think I'd like it better if you did the taking."

"Is that so?"

I paused at the third button, my bra exposed. "Yes, it is."

"Very well then." Gary stood up and promptly ripped the rest of my blouse off, sending buttons flying. "I'll buy you a new one."

His fingers traced the sides of my burgundy satin bra, his eyes filled with admiration, and I suddenly felt sexier than I'd ever felt before.

"Stop wasting time and take it off," I directed assertively.

"Hmm, now you're learning." Gary unhooked my bra and began sucking on my nipples. I went from giggling to moaning in 30 seconds flat.

While Gary enjoyed my breasts, he also unzipped my pencil skirt, so I was down to just my matching panties and nude thigh-highs.

"You have a boyfriend?"

"Nope, not anymore."

"He's a fool for missing out." Gary slid off my panties. "Tell me what you want."

"I'd like you to eat my pussy."



VARIATIONS

▼ MAY/DECEMBER AFFAIRS



"I BEGAN TO RUB MY CLIT WHILE ROCKING MY HIPS SLOWLY AND SENSUOUSLY."

"Then say it like you mean it—remember what we talked about."

"Eat my pussy!"

"Good." Gary backed me onto his desk and spread my legs wide. As his tongue swabbed my clit and probed every crease and fold, I learned why some girls never go back to dating younger guys once they've tried out someone older; Gary knew moves that were light years ahead of my former college-boy lovers.

In no time, he had me coming—but I wanted more. I sat up, still panting and said in my most confident voice: "I'm going to suck your dick."

"Are you?" Gary unzipped and presented me with his erection. "You wanna swallow my cock like a hungry slut?"

I put my hands on my hips. "Yes, I do." "Then come here and open that pretty mouth for me, baby."

I got down on my knees. Gary ran his hands through my hair, holding it back for me while I did my best to impress him with my blowjob skills.

"That feels good. Suck on my balls."

I slurped his sac between my lips, while keeping a hand wrapped around his shaft. I really wanted to make him come—and to impress the living hell out of him.

But Gary made me stop before he blew his load.

"Uh-uh. Let's not get ahead of ourselves. Turn around and put both hands on my desk."

I smiled and made a show of turning slowly and bending over, wiggling my ass enticingly. Gary gave me a few playful slaps on the butt and then plunged himself inside my soaking wet pussy. I thrashed, knocking over a stack of his papers. Gary didn't care, though—as he would later tell me: "Sometimes you need to let the petty distractions go and focus on being in the moment."

And that's definitely where I was. I sure hadn't planned to go to work that day and fuck the hot senior partner who was more than 20 years my senior. But I was really glad it was happening.

After some more deep pounding on the

desk, Gary had me mount him cowgirl-style on the floor.

I moaned as I eased myself onto his thick shaft.

"While I appreciate this gorgeous view of you, I want you to make yourself come for me." Gary cupped my breasts and whispered, "Don't be shy—take what you want."

I kissed him, then sat up and began to rub my clit while rocking my hips slowly and sensuously. Of course, my attempt to take it easy didn't last for long. The combination of being stuffed to the brim with Gary's cock and teasing my clit soon made me frantic.

"You ready to come for me?"

"Oh yes!" I replied as I rode him wildly.

And that's when Gary surprised me. While he was still deep inside me, he flipped us over, so I was suddenly on my back. He bent my legs, pressing my knees back to my chest. This position made every sensation even more intense as he drilled me. And then, mere seconds later, I came—and I honestly don't know if I was seeing stars or flashing fluorescent office lights. But either way, it felt incredible.

After that orgasm, there was no turning back. We fucked until it was time for the night janitor to make his rounds. Then we went to Gary's apartment, where we ordered in dinner and continued screwing until noon the next day.

In the end, I didn't wind up working permanently at that firm. But after finishing law school, I opened up my own practice—with the encouragement of my much older husband.

-L.L., via email

Have you had a sexy older lover who showed you the ropes? Or are you a cougar on the prowl with a tale to tell? Either way, we want to hear about it! Mail your story to: *Penthouse Variations*, 8944 Mason Avenue, Chatsworth, CA, 91311, or email it to: letters@penthouse.com.

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“I'M NAKED AND READY, SIR, JUST
LIKE YOU ORDERED.”

—KENDRA





VARIATIONS

↙ BONDAGE

TIES THAT BIND

Yearning for more out of life, a conservative cougar meets a worldly younger man who unlocks her deepest passions.

By Claire Porter

No one would ever guess I'm into kink. I'm a slender, small-busted blonde WASP in my early 40s, and I still dress and act every inch the part—at least in public. During my first marriage, sex was something my then-husband and I communicated about in whispers, if at all—for which I blame our conservative upbringings. We also both had demanding careers, so we never opted to have kids—but to be honest, we never “opted” for each other much either.

However, when I unexpectedly found myself single again at 40—Roger ran off with a graduate student as part of his midlife crisis—you could definitely say my mood plummeted. At first, I just drank vodka. Then I got into yoga and green smoothies. And then I attempted to enjoy my alimony. I splurged on cruises, New Age retreats, spas and shrinks. I tried just about everything, but honestly, I had no idea what I needed to feel better, and I had never felt more disoriented and lost in my life.

Months later during a night out, a close girlfriend of mine presented me with a gift: a “beginner’s pleasure kit” from the local sex shop.

“Now, don’t freak out, but my friend Michelle swears by the pink vibrator there. And see, it’s tiny, so not intimidating,” Angela assured me.

I laughed. “Oh, no, you keep it. You need it more than me.”

“No, I don’t.” Angela giggled. “I already have my own—and then some! You, my dear, are in dire need of a good orgasm however.”

I smiled and drank down the remaining wine in my glass. “Hmm, I think I’m done with the drama of all that for a while.”

“I’m not talking about drama—I’m talking about pure, drama-free pleasure.”

“Well, I’ve never been much of a sexual person anyway.”

“Oh, whatever.” She waved me off.

“Come on, you know me.”

“Of course I do. I’ve known you since college—you’re no cold fish. You’re the Kappa sister who got voted ‘best ass.’”

“And ‘biggest cocktease,’ remember?” We both laughed this time.

Then Angela continued: “Look, don’t get

feather tickler, a black satin blindfold and a tassel whip.

Angela almost choked on her wine.

“That’s not supposed to be in there!”

“It’s not? I don’t understand.”

“Oh shit, I know what happened. There was someone else who set aside his stuff on the counter. Our orders must’ve gotten mixed up!”

I put the whip back in the box. “I think I need more wine now.”

“Me, too!” Angela laughed and poured us another round. “But I’m serious. This is totally not even on my receipt! But hey, here’s to free bondage gear!” She clinked her glass against mine.

I played it cool for the remainder of the night, but I couldn’t help wondering how it would feel to have someone cuff my wrists and tease me with that wicked whip.

Naturally, Angela was right on about the vibrator and the curative power of orgasms. My last vibrator bit the dust pre-divorce, and I’d been too lazy to replace it. Making myself come on a regular basis definitely seemed to help my mood—and yet, it also made me frustrated and left me wanting more. In a way, I felt like Sleeping Beauty, waking up after a long, boring almost sexless marriage. But instead of a prince, I had in my nightstand drawer double-A batteries and a whip that intrigued me.

My ever growing curiosity made me long to meet a man who’d really rock my world.

After a couple weeks of enjoying my new toys, I decided to do some Internet research. I wasn’t even sure what exactly I wanted to know, but the feelings ignited by my “accidental” BDSM gifts were testament to the fact that deep down I’d always fantasized about being bound and taken during sex. Somehow being unable to resist equaled total permission

“HE FLICKED THE LEATHER AGAINST MY TITS BEFORE FOCUSING ON MY PUSSY.”

mad, but I think you getting over feeling sexually ‘blah’ is half the battle right now. Seriously, when was Roger ever that great at, well, rogering you?”

I rolled my eyes and uttered, “Ugh.”

“I’m sorry, I’m sorry—but Claire, I’m only looking out for you. Your sad divorcée routine is starting to scare me. You aren’t dead, and you’ve still got a hot ass!”

She made me smile. “Fine, fine—I’ll take home the dildo.”

“Good! It’s a start...until I convince you to get on Tinder.”

“Yeah, we’ll see about that.” I began sifting through the box. “So, what else is in here? Oh my—”

Nestled between the pocket rocket and massage oil was a set of fur-lined cuffs, a



to let go. But really, what woman doesn't want to have a man totally take charge sometimes? The fantasy of being totally restrained was quickly draining my supply of batteries.

My ex-husband was a passive man in bed, and in retrospect, I see what a disaster that was for someone like me, who is already naturally submissive. If no one ultimately ever takes charge, well, sex is as boring as watching paint dry.

As I trawled through the web, seeing various porn tube videos and websites, I wondered, "How do you even ask someone if they do that? Is this what people ask about on dates, instead of religion or politics? How do you find a great guy who is otherwise normal and not scary, but who can give you that rush and release?"

In between searches, I took to masturbating while wearing the blindfold. The darkness made it easier to pretend that someone else was "forcing" me to climax.

Luckily, I didn't have to pretend for very long. I soon stumbled across a fetish social networking site, with lots of information on BDSM—and the potential to meet local partners. Since my adventures on more popular dating apps were going nowhere, I figured I'd give it a shot. In any case, the prospect of having such a nasty secret life that none of my prim and proper friends knew about was delicious, and in a few clicks, I'd signed up and got an invite to a mixer at a nearby bar.

That's how I met John, my current husband—talk about the "ties that bind!"

When John and I met at the party, the

chemistry between us ignited like a barge of fireworks. Our connection was so hot that our age difference didn't even make me self-conscious—even when Angela and my other friends later asked me how it felt to be the "older woman." Jeez, what jealous bitches!

John was only 29 when we first met, but he was already an up-and-coming tech executive. Prior to meeting me, he'd gotten quite the kink education, courtesy of many global trips for business and pleasure. He vividly described British spankings, risqué Parisian dungeons, a visit to the red-light district in the Netherlands—where he stayed at the B&B of the Happy Hooker herself—and private lessons in kinbaku, traditional Japanese rope bondage.

Of course, no one could ever guess he had such a dirty mind—not even my prying friends. He was the epitome of Prince Charming, with dark hair, a toned swimmer's physique and piercing blue eyes, not unlike my own. He easily enticed all of my repressed urges out of hiding. His depth of sexual knowledge and maturity made me feel both safe and desired—and eager to get nasty.

Still, John insisted we wait at least three dates in order to develop a rapport, and make sure playing together would be both fun and mutual. Before he came over to my place, we went over my hard limits and decided on a safeword (vanilla) in case anything became too intense. I didn't think I'd need to use it—and I was right.

On that fateful night, I greeted him at the door wearing only a sheer lace teddy. I kissed him and expected him to be warm

and reciprocal. But instead, John was very stiff and stern.

"Claire, you answered the door nearly naked!"

"Well I thought—"

"No, Claire. You didn't think at all. You're a naughty, impulsive brat! Anyone could have been at the door!"

My pulse started racing. "I wanted to surprise you..."

"You need to be taught a lesson!"

The words flipped a switch inside me, and I suddenly felt free enough to engage in the role-playing game he'd laid out for us.

"Please, I promise I'll never do it again," I beseeched.

John grabbed me and pinned my arms behind my back with one big, strong hand.

"You'd better watch it, baby. Because if you do that again, I'm going to have to punish you." He pinched my nipples through the thin lace with the fingers of his free hand.

I moaned and squirmed, but he held me firm.

"If this is how you're going to behave, Claire, you leave me with no choice."

Letting me go, he turned and opened his briefcase, pulling out a length of white cotton rope. "Hold out your hands in front of you."

I obeyed, feeling my pussy quiver with anticipation as he doubled up the rope and expertly tied two single column knots around my wrists.

"Now, that's a start. Come with me," he ordered with a hard spank on the ass that pushed me forward helplessly and made me yelp in shocked surprise.

VARIATIONS

↓ BONDAGE

He carefully and slowly led me up the stairs, bringing along his briefcase.

My pussy felt like it was flooding with wetness, even though we'd barely begun to play.

We arrived in my bedroom, where I realized my vintage four-poster bed frame was finally going to come in handy.

"On the bed," he commanded, with another slap. John arranged me in the middle of the mattress, and then adjusted my bonds, tying my arms and legs to the bedposts with additional hanks of rope he pulled from his briefcase. He bound my legs especially tight, leaving me exposed and helpless.

Being under the firm control of my "harsh master" made me hornier than I'd ever been in my life!

Once he finished tying me up, John looked contemplative. "I don't know if I like this teddy on you." And with that, he tore the lace bodice just enough to let my nipples poke out. "That's better."

He plucked and tugged at my sensitive buds. I moaned, desperate to close my thighs and use the muscles to indirectly squeeze my clit. But John had other plans for me.

He opened my nightstand drawer and got out the whip I'd told him about earlier. He gently flicked the leather thongs against my tits before focusing on my pussy.

"What do we have here, Claire?" he asked as he unsnapped the crotch of the teddy to expose my wet slit.

I squealed and wiggled as he spread my pussy and manually stimulated my clit.

"Oh yes, John," I moaned.

"You're so fucking wet. It's almost like you started without me."

He tsked in mock disapproval and swatted the inside of my thighs lightly with the whip. "You're gonna need to help me catch up."

"How can I do that?" I asked, feigning innocence.

John grinned and unzipped his pants. Thanks to his forethought, I had enough slack in my bonds to sit up slightly and

suck his dick. I got more than a mouthful—not only was John very well endowed, but with my hands tied, I couldn't stroke his shaft or caress his balls. I had to rely solely on my oral abilities. Of course, John was a consummate gentleman, holding my hair back and watching me carefully for visual cues that might hint at my discomfort.

After I sucked and swallowed cock like a pro for a good long while, you'd better believe I was ready to be fucked!

I pulled away from him to beg: "Please, I need you inside my pussy."

But with another teasing tweak of my nipples, he shook his head and smiled. "Not so fast, Claire. When we play

"HE KNELT BEFORE MY SPREAD PUSSY AND PROCEEDED TO TEASE MY CLIT."

together, you have to be patient."

He repositioned me again, this time loosening the restraints on my ankles and then bending and lifting my legs so I was spread as wide as possible. My asshole and cunt were totally on display. Next, John reached inside my nightstand drawer and pulled out a vibrator. He knelt before my spread pussy and proceeded to tease my clit with the buzzing toy. He varied the speed of its rumbling motor, keeping me on edge as he moved it in slow circles over my clit.

"Oh God! I'm gonna come!"

"Don't you dare, not without my permission," John said, swatting my thigh.

In the very next second, as the heat from his hand multiplied and stoked the

fire inside me, he slid two and then three fingers inside my pussy. He continued his relentless clit torture with the toy while pumping his digits in and out of me. I relaxed and let him take me, helpless to resist—but also not wanting to fight the sheer pleasure of the moment. In the midst of my surrender, I became a creature of pure sensation, closing my eyes and riding the relentless waves of pleasure.

And just when I thought the experience couldn't get more electric, he dropped the toy to the side and I felt his wet finger exploring the rim of my asshole. No one had ever touched me back there before, and I felt a strange mixture of embarrassment and thrilling excitement that made my heart pound wildly.

When he slipped that finger inside my backdoor—giving me the heady rush of being doubly penetrated while his other digits still pummeled my pussy—I gasped and struggled to sit up.

John grinned. "You like it?"

I whimpered wordlessly. My face must've betrayed my fears and my passions because then he said softly, "Don't worry, I'm not going to fuck your ass just yet—not this time. We'll work up to that. But I will have you. I can tell you want to get your ass plowed. Tell me what it feels like."

"I like it when you finger both my holes."

"You do?"

"Yes, it feels so...dirty," I said. "Please don't stop!"

"You want to come for me now?" he asked, fucking my pussy harder with his fingers and mashing his thumb against my clit.

All I could do in response was moan and grind my hips on his hands, forcing his digits deeper into both of my holes. I felt unhinged and free for the first time in my life. John didn't let up on me until the orgasm completely consumed me and passed.

Still tethered to the bedposts I did my best to catch my breath while John ripped away the rest of my teddy. With my pussy still throbbing and soaked and my breasts



tingling, he caressed my body gently with the feather tickler.

"Mmm, that feels so good."

"You still want me to fuck you?"

I nodded. "Please...."

"Are you ever going to come to the door again dressed in almost nothing?"

I smiled. "You better fucking believe I will."

John smirked. "I guess you haven't learned your lesson then, Claire."

"I like being your bad girl." I licked my upper lip.

John shook his head. "You are a nasty one, that's for sure. Maybe a good fucking will make you rethink your ways." He set about untying the ropes binding my legs—but only released one of my arms.

I must've looked as confused as I felt. John laughed and announced: "Did you really think I was going to untie you all the way?"

"You'd better not," I quipped.

We laughed as we broke character for a bit. Thanks to John's "adjustments," he was able to repositioned me so I was standing up and facing the bed, with one of my wrist's movements still hampered.

It almost felt like I was trapped in a naughty spider web. Before I knew it, John had me bent over the bed while he ate me out from behind, teasing me even more before he would finally fuck me.

"I've wanted to taste your pussy for a while now. Humor me, Claire," he mumbled into my wet snatch.

I groaned into the sheets, feeling his tongue probing me deeply.

When he'd gotten his fill of my flavor, he stood and slapped my ass.

"I think you're ready for my cock."

I reared back into his embrace as he nuzzled my neck and pinched my nipples.

"I've never wanted to be fucked so badly before."

"Then I shouldn't keep you waiting."

And with that, he began pounding me hard. A year ago, I would have eschewed doggy-style sex—but now I couldn't get enough. His thick manhood stuffed me like no other man had before. Knowing that I was, in that moment, so vulnerable and so willingly submitting to him made the experience even hotter for me.

John gently tugged on my hair. "You have such a tight cunt," he whispered hotly in my ear, making me moan.

"I wanna be inside you all night—and then tomorrow, I'm gonna do it again. You're my fucking come-slave now, Claire." He spanked my ass cheeks after each outward stroke. As he spanked me and fucked me, I shuddered with pleasure. "I'm gonna train you to come on demand. You'll see." He jammed his thumb in my asshole and began pounding my pussy harder.

"Oh fuck!" I cried out.

That extra penetration almost immediately put me over the edge. But I managed to hold on, and we shared a long, passionate night together.

By the end of our playdate, I was on my back in bed. My feet were untied and my legs were draped over his shoulders—but my hands were bound over my head. I was absolutely and delightfully helpless as John jackhammered my pussy and rubbed my clit until I reached another screaming climax.

He pulled out of me and straddled my chest.

"Open wide, baby," he ordered. I finished him off with my mouth and gladly let him decorate my face and tits with his sticky load when he came.

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Once he was spent, John untied me and helped me clean up. We soaked together in my Jacuzzi tub, just cuddling and relaxing.

"Did your first rope session live up to your expectations?" he asked.

"It most certainly did. And so did you."

That night happened two years ago, believe it or not. To say I've "changed" since then is misleading—but you could say that getting tied up by the right man has let me out of my cage for good. And even though John is the most careful and considerate partner, I do sometimes get the occasional rope burn. But it's no big deal.

When Angela asked yesterday about the red mark around my wrist, instead of demurring, I smiled and said, "Just remnants of a recent anniversary present. Did you know? Cotton is the traditional gift for two years."

In our case, it was several braided feet of cotton.



VARIATIONS

↳ FEMALE DOMINATION

MAID TO SERVE

Henry dons a French maid's outfit at the behest of Mistress Miranda and caters to her every whim—and those of her domme friends.

By Henry Griffin

The very best thing about being married to Miranda is that I never know what to expect when I get home from work. Sometimes I find a loving wife and a hot meal waiting on the table for me, but other times I find a corset-clad dominatrix who wants to punish me. I get so nervous and excited when I open the door because I never know which Miranda I'm going to meet: the devoted housewife who always has food on the table or the bitch queen of my darkest fantasies.

Sometimes Miranda likes to keep me guessing, like when I got back from work on Friday night. She was curled up on the couch in a yellow robe, idly flicking through a magazine. She glanced at me, but didn't hurry over for a kiss like she does when she's feeling more playful. Her manner was slightly standoffish, but there wasn't any venom. I told her I was starving, hoping she'd cooked me something filling. I'd had a tough day, filled with back-to-back business meetings, and I could have eaten a horse!

"You won't be eating till later," said Miranda, her eyes still upon her magazine. She didn't say it with any real aggression, but I still felt a shiver shoot up and down my spine because her tone of voice was so crisp and decisive. Uncertain of how to respond, but eager to get in her good graces, I strolled over to give her a kiss. I aimed for her lips, but she turned her head, offering me her cheek instead. There was definitely something in the air that night. Either Miranda was feeling blue, or my mistress was coming out to play!

Growing anxious, I sat down and started explaining how my day had been. I always spare Miranda the boring

details of my workday, but I like her to have a general idea of what went on. The success or failure of what I do has a huge effect on my state of mind, so she needs to know what's happened, in case I ever seem distant, angry or hyper. Normally, she takes quite an interest in the subject. She seems proud that her husband is such a successful businessman—even at my young age, which puts me more than a decade her junior—but on this occasion

subtle hints of what was to come, but never making it totally clear. She hadn't cooked any food. She didn't want to hear about my work. She'd made me put away my shoes and fetch her heels. But she hadn't called me "slave" yet, which was often the first word I heard upon getting home when she was in the mood for a mistress/slave scene. She was keeping me guessing, right up until the moment when I opened up her wardrobe.

Kneeling down to get Miranda's heels, I spotted a small package labeled: "slave." Presumably, I was meant to open it, but suddenly my hands were shaking too much from my excitement; such was my state of mind due to my impending scene with my mistress.

"Hurry," Miranda yelled from downstairs, her impatient tone of voice enough to spur me into action. With shaking hands, I opened the wrapping and uncovered what was my very worst nightmare and my fondest wish: a French maid's outfit. Miranda wanted to sissify me! The very thought shocked my senses—and stiffened my cock.

Holding the package and Miranda's heels, I returned downstairs to find her pacing back and forth. She seemed annoyed with me for taking so long to return to her. Her normally soft, blue eyes were steely and cold, while her luscious lips had formed into an icy sneer. Under the circumstances, it was dumb of me to question her. But I couldn't believe she was asking me to wear a frilly, girlie pinafore! Her annoyance became palpable when I told her how I felt. She grabbed hold of my shirt lapels, then tugged so hard that the buttons flew off.

"You'll wear the pinafore," Miranda barked, simultaneously slipping out of her robe. She was playing her trump card

"EATING MIRANDA HAS ALWAYS BEEN MY FAVORITE ACT OF DEVOTION."

she made me shush. I'd undone my laces and kicked off my shoes, and Miranda did not approve.

"Put those away immediately," she shouted, pointing toward my shoes. Her nails were freshly manicured, and unnervingly so—each one was as pointed as a dagger. I shivered in anticipation as Miranda used another long, red nail to direct me upstairs.

Grabbing my shoes, I headed up to the bedroom. As I reached the landing, I heard Miranda shout, "And while you're up there, fetch my heels!"

Miranda was playing a cat-and-mouse game. She'd been toying with me ever since I'd walked through the door, giving

because all along, beneath the robe, she'd been wearing a breathtaking PVC corset, thigh-high stockings and nothing else. Instinctively, on seeing this vision of supreme womanhood, I dropped to my knees and helped my mistress into her stilettos. Elevated by her don't-fuck-with-me heels, her formidable figure became even more daunting, casting a shadow over my kneeling form.

The vision of her and her imperious attitude made my cock breathtakingly hard.

She looked down at me, and I felt a shiver of delicious fear reverberate throughout my entire body.

"Now be a good girl, and go change," said Miranda, "or else you can't come to the party."

"Party? What party?" I asked, examining my disheveled shirt. I took it off, but I still had no intention of dressing like a girl.

"I'm having a night in with friends," explained Miranda, "and it's strictly girls-only." She spoke softly and clearly, her manner quite friendly until she gripped my hair and bellowed, "Strip!"

She was completely unable—and unwilling—to hide her dissatisfaction with the petulant slave who had dared to answer back. Stunned by her outburst, I hurriedly stripped naked, even though the thought of dressing up was making me more nervous by the second. It was embarrassing enough being sissified in front of my mistress, but her girlfriends would be seeing me, too. Yet, my cock began to swell as I imagined the possibilities. I was frightened and aroused, thrilled that she knew how to push my buttons in the perfect way.

Miranda didn't share any of my concerns, that was clear. She was already handing me clothes to wear, in addition to my frilly outfit. First, she dressed me in a pair of her too tight, dirty panties, then she fastened a garter belt around my waist and prettified my legs with fishnet stockings. It was such a



VARIATIONS

↓ FEMALE DOMINATION



humbling experience...thank goodness my friends couldn't see me, but I knew Miranda wasn't through with me yet.

Then, having lifted me to my feet and ordered me into a pair of high heels, Miranda slathered my face with makeup. She took her time dusting color on my eye lids and glossing my lips. Next, she lowered the frilly pinafore dress down over my head before topping things off with a lacy headdress suitable for a servant.

"Such a pretty maid," Miranda cooed, circling my feminized body. She lifted my skirt and slapped the back of my panties, before pulling them tighter to give me a wedgie. The silky fabric dug into my butt and balls, causing deliciously painful spasms to shoot through my crotch. She seemed to be getting a massive kick from reducing her hard-working husband to the status of a slave—and so was I.

"You can't let anyone see me like this," I begged. Deep down, I knew I was powerless and that Miranda would do whatever she wanted, even make me play the maid for her friends. Though secretly, I'll admit the idea excited me.

"It's too late to back out now," she insisted, as right on cue, the doorbell rang. I bowed my head and went to

welcome my mistress's guests. Two glam vamps were waiting on the doorstep, so I ushered them in and took their raincoats. Underneath their jackets, they wore matching rubber mini-dresses, with peepholes cut out to expose their nipples. Their sky-high stilettos made them seem like giantesses. Both older women towered over me, which only made me more nervous and turned on.

"Darling Claire! Darling Tammy!" Miranda shouted, as I led the guests into the living room. After taking turns to air-kiss my mistress's cheeks, they sat on either side of her on the couch. With the greetings complete, Miranda snapped her fingers, wanting my attention. She asked for wine, so I fetched a bottle and three glasses, but Miranda wasn't happy with the choice I'd made. She joked to her friends about how hard it is to find decent help these days, then demanded a bottle of our most exquisite vintage.

I've always been a lover of fine wines and what she requested was the star of my collection. I bought it a decade ago during a European vacation, and I've been waiting for the bottle to mature ever since. It cost me 900 bucks, but I reckoned it was worth it—although it looked as though I wouldn't get a chance

"TAMMY WAS PLEASURING MIRANDA, WHO IN TURN WAS PLEASURING CLAIRE"

to find out. At first, I thought Miranda was kidding, but she said she wanted only the best for her guests. Her hands were stroking Claire and Tammy's soft, slim thighs. The two women were gazing expectantly at me, keen to see how far Miranda could push her slave.

"Certainly, Mistress," I humbly complied, aware that a point of honor was at stake. I simply couldn't let her down in front of two fellow dominatrices. So I fetched and uncorked the bottle, emptying every last drop into the ladies' glasses. I longed for a taste, just a tiny mouthful, but slaves never taste the finest wines.

"Delicious," Miranda teased me, as she took a sip of the ruby fluid. Claire and Tammy agreed, drinking deep from their glasses, seemingly aware that the bottle had been special to me. I sensed right away that they were in on the game, and my feelings were confirmed when Claire asked Miranda if there was anything else her slave could bring them. Miranda didn't hesitate, calling for my best cigars. She explained how they'd been a special birthday present for her husband, even going so far as to mention how he had only three left.

"Fetch them, sissy," Miranda commanded, pointing to my desk across the room. There was no point in arguing, so I tottered over in my heels, then searched for the box, which was stashed



away beneath the desk. As I bent over, the back of my uniform rode up, giving all three women a flash of my stocking tops and the panties which were wedged between my buns. They grinned at me as I walked back toward them. I, then, handed each lady a fat cigar and struck a match to light them.

"Thank you, maid," Miranda said, once all three cigars were smoking. She took a draw that made the tip glow orange, then blew a plume of smoke in my direction. If only my coworkers knew what I had to do to wind down from a tough day's work. I'm not the cool, composed executive they think I am—just a sissy maid, who loves to serve her mistress.

"Go get a dustpan and brush," said Miranda, allotting me my latest duty. She held out her cigar, then tapped a pointed fingernail beside the smoldering tip, causing specks of ash to fall to the floor. I scurried into the kitchen, fetching the tools of the French maid's trade, then rushed back to my mistress and knelt before her. Working diligently, I brushed up the ash that the smoking babes flicked

everywhere. And how I envied Claire and Tammy for enjoying the things that were rightfully mine: my vintage wine, my finest cigars and, next, my beloved mistress!

As the red wine loosened the women's inhibitions, the atmosphere in the room became increasingly sexual. Claire and Tammy hadn't just come to take part in my scene; they'd also come to satisfy their lesbian desires. Down on my knees and cleaning up cigar ash, I watched the three dommes launch into an all-girl embrace. Their mouths came together as one, with three pink tongues very much to the fore. Hands were everywhere, most noticeably Miranda's, which had found their way to the peepholes in Claire and Tammy's dresses. She tugged upon her friends' exposed nipples, teasing them with her nails. Kittenish squeals of pleasure started filling the air, as did the scent of hot, wet cunts.

I wasn't alone in noticing the feminine fragrance. Tammy had picked up on it, too. She broke free from the three-way kiss and dropped to her knees in front of Miranda, waiting for my wife to part

her thighs before placing her mouth on Miranda's slit. Eating Miranda has always been my favorite act of devotion, so I was taken aback at the first sight of someone else drinking deep from my mistress's well.

Aroused by the lips upon her clit and cunt, Miranda moaned with contentment. I looked into her face and saw her cheeks flushing red—a dreamy, faraway look in her eyes. She was still kissing Claire, but that stopped seconds later, when she leaned toward a peephole and took a swollen nipple between her lips. Claire immediately spread her legs, revealing that she had no panties on. Miranda slid a hand along Claire's thigh, then slipped a finger into her pussy.

Unnecessary now, I simply stared at my Mistress, my part in the proceedings apparently through. Tammy was pleasuring Miranda, who in turn was pleasuring Claire. I noticed, too, that Tammy was pleasuring herself, which left me with absolutely nothing to do. With their hot lesbian licks and kisses, and with their fingers used to poke and penetrate,

VARIATIONS

↓ FEMALE DOMINATION

these three beautiful women had proved that they could do without men at all—they didn't need me to pleasure them, just serve them.

Watching the women making love had caused my dick to stiffen beyond all measure. But I was wearing women's panties and my cock ached.

As the pressure became too much, I lifted up my frilly skirt and yanked my panties halfway down. My cock sprang upright, and I formed a snug fist around

it. While jerking my manhood, I stared between Miranda's thighs, watching Tammy's tongue flick against her clit, then burrow inside her juicy hole.

"You little slut!" Miranda shouted, seeing me with my panties down. She gave me a fierce look, then demanded that I turn away and stand with my hands behind my back. It was the ultimate punishment because my cock was crying out for attention, but Mistress was forbidding me to touch myself. Worse, I could hear every shriek of happiness bursting from the women's lips. I ached to watch because the shouts had reached a near-orgasmic intensity, but like a naughty child sent to the corner of the room, I didn't peek for fear of further punishment.

Admittedly, my will nearly broke when just seconds later Miranda howled. I've heard her coming hundreds of times, so I knew she'd made it to paradise, such was the intensity of her yell. I was disappointed as I pictured her gorgeous features contorting with pleasure, and I muttered complaints because I couldn't

see it happening for real. There's no greater satisfaction for a slave than to see his mistress fully satisfied. To be denied that pleasure is truly unbearable, and yet my unforgiving mistress simply ordered me to stop my fussing and be quiet.

Luckily, the sounds of my frustration were soon drowned out by the noisy climaxes of Tammy and Claire. I could only guess what caused them. Presumably Miranda was still fingering Claire's pussy and kissing her breasts, while Tammy continued to pleasure herself and enjoy the taste of my mistress's cunt. But whatever it was those women were doing, it certainly delivered results. Tammy and Claire's gentle shouts of pleasure quickly turned into high-pitched howls of orgasmic delight, but it was the overpowering aroma of cunt juice that really hit me. Three pink slits were flooding with cream, setting my nostrils aquiver and my mind afame.

Unable to resist it any longer, I turned around and grabbed my cock. It was not a wise move. Miranda jumped up off the couch and slapped my hand away from my erection. She called to Tammy, then the pair of them each seized one of my arms, bringing them back behind my body, like two female cops arresting a dangerous suspect. Once my body was immobilized, Miranda used her free hand to spank my bare ass, each blow hard enough to make me feel it.

"You must not touch yourself," Miranda yelled, delivering another blow to my rump. Her two friends giggled, loving the way I was squirming. Claire even stood up and made a suggestion: that I be ordered to ejaculate all over the floor and then clean the spillage up!

Miranda loved Claire's suggestion, telling her she could find a pair of rubber gloves in the kitchen. Miranda and Tammy held me tight, while Claire went to fetch the pink dishwashing gloves. When Claire came back, she made a big show of sheathing her hand with the glove,

"WATCHING THE WOMEN MAKING LOVE HAD CAUSED MY DICK TO STIFFEN."



letting the snug-fitting rubber slap noisily around her wrist, then drawing it right up to her elbow.

Fully gloved up and at arm's length, Claire took hold of my rigid prick. She squeezed my crown lightly between her thumb and forefinger, then started to rub my swollen glans. She didn't even look at me, preferring to kiss my mistress, instead. Meanwhile, Miranda kept spanking my buns as she and Tammy continued to hold my arms.

It was a strange situation, because I was the center of attention, but there was no sensuality in Claire's disinterested jerk-off, the rubber gloves removing any element of human contact. I closed my eyes and felt a tingle in my cockhead as I reveled in my subservient position. I barely felt Claire's fingers stroking my erection, but it was the delicious aloofness of her touch that caused the sudden wild throbbing in my shaft. A massive jet of semen rocketed out of my come-slit, splattering onto the floor and making its mark. At once, Miranda called me a bad girl, spanking my bottom firmly, which led to another sticky eruption. This second jet of come burst out of me as if it had been propelled from the heart of my being.

"Someone's got some cleaning up to do," Miranda said, releasing her hold on my body. Tammy did likewise, then the three women picked up their wineglasses and headed upstairs to the master bedroom, leaving me to complete my domestic duties. It was pleasing work, making everything look nice for my dear mistress again, ready for whenever she returned downstairs.

Always glad to serve Mistress Miranda, I took real pride in restoring to its former pristine cleanliness the home in which my gorgeous wife could make love to her lesbian girlfriends. It was my special way of making her happy and, therefore, making me happy, too—for my mistress's joy is my own. Ask any slave—and he'll agree! 





VARIATIONS

WIDE WORLD OF VARIATIONS

STRAP-ON SISTERS

Karen and I always believed we were ahead of the sexual curve. Today the newest adult generation seems far less conformist about gender roles. They don't care who fucks whom, so long as it's consensual. Well hell, Karen and I were doing that long before it was cool.

Things started when we met in college. It was wildly exciting to be away from home, free of constraints. We became immediate friends, horny coeds irresistibly drawn to each other. We bonded over our identical desires to explore our newly unleashed sexuality.

Naturally, we began our experiments with one another.

I remember bringing her to my dorm room, leading her up onto my bed. We were both shivery with curiosity and desire.

"You ever do it with another girl before?" I asked.

Karen was wide-eyed. "No." She was an unbelievably gorgeous young woman,

who made my pussy hum uncontrollably.

"Me either," I said. Then we kissed. It was no hesitant peck either, but a full-on, tongue-scouring, tonsil-probing kiss. When we came up for air, our faces were lit with pure lust. We tore the clothes off our bodies and flung ourselves naked beneath the covers. All night we fondled, fingered, licked and sucked until our bodies couldn't take it anymore. Then we slept, woke up and fucked all over again.

But ours wasn't a simple pedestrian tale of lesbian experimentation. Together, we dove into the wildest scenes we could find. We made friends with all the gay groups at school but didn't pass up the hetero parties either.

Karen and I had plenty of physical fun along the way. We were insatiable. We regularly shared boyfriends and girlfriends. We hooked up with a guy who liked to dress up in woman's lingerie when we fucked. (Goddamn, that dude was hot!) We knew an older woman off campus who liked Karen and me to spank her curvy ass, then screw her silly with a wide variety of sex toys. There

were threeways and fourways and orgies. How we ever found time to study and actually pass our classes astounds me now. But we miraculously pulled it off.

Maybe our greatest coup was in our senior year when we went undercover at one of the frat houses. It was a notoriously boorish place, with the fraternity president always shit-talking all over campus. Karen and I snuck into one of their "guys only" parties by slicking down our hair, wearing baggy clothes and donning fake mustaches.

The place was dimly lit, and everyone was already drunk enough that we got away with it. We milled around among those meatheads, finally slipping upstairs to look for an empty bedroom. Peeking into one of the doorways, we got a big surprise. There was the frat president rolling around naked with one of his "bros," the two guys sucking one another's cocks. The sight fired us up so much that we rushed back to our place to fuck like wildcats, needing to be naked and loud.

I nuzzled with Karen afterward, our naked bodies sticky and sweaty. We kissed softly, murmuring love words at each other. The end of college life was swiftly approaching. I was glad we hadn't wasted our time.

Now, somehow, that was all 20 years in the past. I had a career and all the grown-up trappings that went with it. Karen lived in another state, caught up in her own respectably adult life.

So when she phoned out of the blue one day, I was delighted. "Hey, strap-on sister!" she giggled. "I'm in town. You wanna go have some fun?"

Her words sent a thrill coursing through my body. My nipples stood suddenly erect and my pussy dampened. "Strap-on sisters" was what friends had called us at school. I hadn't heard the nickname in years, but it transported me back to those crazy days in an instant.

"Yes," I said, breathless. "Absolutely!" A hundred memories crashed through



"SHE SEIZED MY DICK AT THE BASE AND BROUGHT HER MOUTH TO MY COCK."

my mind as I prepared to meet my oldest and dearest friend, feeling my anticipation grow with every passing second. I paused in front of my bedroom mirror. I had kept myself in great shape and still had the toned body I'd enjoyed sharing so often as a college-age girl. There were a few lines on my face now, but I didn't mind that. I didn't think they lessened my appeal in the least. For a 40-something, I figured I looked damn hot.

I wondered what Karen had meant by "fun." Would we end up fooling around with each other, like the old days? Maybe she just wanted to catch up, but I hoped it would be more than that.

Still standing nude before the mirror, I put hands to my tits and started squeezing them. I tweaked my needy nipples and lowered a hand to my pussy to tease apart my moist cunt lips. Thinking about Karen, my excitement rose and rose. I jammed two fingers into myself and worked them hard. I came in under a minute, calling out her name. Dazed, I laughed at my flushed reflection. Maybe I should just take this thing a step at a time.

But I couldn't rein in my passionate expectations as I went to meet Karen. She'd selected a cocktail lounge for our rendezvous, and when I entered my heart soared. Karen looked as lovely as ever. We embraced and kissed, but it was all rather polite and proper. We sat and



talked, behaving like civilized adults. A great disappointment was building slowly in me, despite how good it was to see my old friend. Maybe boring conversation was Karen's idea of fun these days.

But that thought went out the window when she reached across the table and took my hand. Leaning in, she grinned devilishly. "You haven't become a square, have you? There's an awesome gay sex club in this town that I read about online. For guys only. What say we dress up, strap on and go have a look for ourselves?"

I could have burst into joyous tears. Instead, I kissed her ferociously on the mouth, answering without words. But Karen understood me just fine. *The strap-on sisters ride again*, I thought as we headed off on our newest adventure.

Karen had a hotel room nearby. She had come to town prepared. She

unpacked our elaborate disguises. I gleefully shed the dress I'd worn, eager to get into the boots, jeans and leather jackets. Karen, too, quickly stripped.

Then we halted, gazing at each other. I drank in the sight of her bare body, appreciating every curve, each toned limb. Her tits were still amazingly perky, her ass tight luscious spheres.

Unable to stop ourselves, we rushed into another embrace. This one had us grinding together, breasts mashing, mouths colliding and tongues tangling. I jammed my crotch against hers. I wanted to finger her, to taste her.

But she pulled back with her eyes glittering. "We can come back here later and fuck. But let's let it build a while. To the sex club first!"

I gave in reluctantly, knowing she was right. I started to don the masculine outfit.

"Put this on. Wear it beneath your

VARIATIONS

WIDE WORLD OF VARIATIONS

"I BEGAN THRUSTING MY HIPS IN AN EASY RHYTHM, LETTING MY PASSION BUILD."

jeans." Karen handed me a strap-on harness with a very realistic-looking cock. She fit one on as well, and we faced each other again, two beautiful women sporting rather convincing male organs. A weird thrill tingled through me.

The dildos gave us nice bulges when we were finally dressed. We styled our chin-length hair, trying to hide as much of our faces as possible. Once again there was fake facial hair and stage gum to hold it in place.

With our transformations completed, we surveyed one another. Karen grinned. "C'mon, pretty boy. Let's go see how the other half lives."

We went to the downtown club, which was a converted warehouse. I'd never heard of the place, which bothered me. In the old days I would have known every "alternative" establishment in a 30-mile radius. Had I really become such a square? Well, that night I could regain some of my reckless past.

I wasn't sure we'd get past the door, but the man there took our cash without a blink and in we went. The interior was barely lit, and techno music pounded. But it clearly wasn't a dance club. The place was like a maze, with winding corridors connecting to random spaces. Men moved about, ducking in and out of the alcoves, everyone clearly on the hunt.

The ambience seemed to pulse with enticing secrets and soon to be met desires. Sexual encounters were undoubtedly happening everywhere around us, we could hear the gasps and



moans that made for an enticing, though indecent, soundtrack. We kept our heads down and skulked along, furtively eyeing our surroundings with barely contained excitement.

Karen led the way, and at one point, she turned a corner and stopped. I heard her draw a sharp breath. I looked over her shoulder eagerly into an open room where two half-naked men were lying on a mat. Each was jerking the other's fiercely erect cock, while their mouths were glued together in a frantic kiss.

Apparently, it wasn't bad manners to ogle from the doorway. Other males passing in the corridor paused for a look. One even whipped out his cock and started pumping himself as he watched. My pussy went slick at the sight.

We crept further along, following the random twists and turns. Back at the entrance there had been lockers where patrons could leave their clothes, and we saw guys walking around buck-ass naked. I tried not to goggle at their swaying cocks and gorgeous butts.

The atmosphere crackled with lust. I'd certainly been in the room when two guys were having sex with one another, but this was some other magnitude of experience. The heavy bass music continued to hammer. Men circulated,

obeying the sexual whims of the moment and picking casual partners. The sense of sexual freedom was intoxicating.

We stopped at another room, where a man had his palms planted on the wall, pants around his ankles. Behind him stood his temporary lover, completely naked. The nude man was fucking the other's ass. I watched wide-eyed as that veiny cock stroked in and out of the guy's welcoming hole.

It was a beautiful sight. The top's teeth were bared in a lewd grin, and his playmate was moaning with pleasure. I certainly knew how good a cock felt up my ass. Obviously, this man agreed. A kindred spirit.

The sexy scene gathered a small crowd, and muscular male bodies jostled me as they strove for a better vantage point. Some of the men jerked off to the sight. My eyes didn't know where to look. With a start, I noticed Karen was rubbing her bulge through her jeans! I bit my lip before I could say anything that might give us away. None of the men around us was aware she was caressing a phony cock through the denim. She looked just like one of the guys.

After my shock faded, it turned me on to see Karen play with herself like that. I could almost imagine her as a male, with

a hard, pulsing cock I could suck on. The idea set my mind and pussy ablaze. She always knew how to trip my switch.

I was about to reach down to rub my own dildo hard-on, but the two dudes finished with a final grunt and spatter. The onlookers broke up to look for the next hot hookup, and Karen and I also moved on to the next dirty display that caught our eye.

We entered a larger space at the end of a corridor. There multiple couples and trios were entangled. I could barely take it all in at once. It was a magnificently indecent scene. There was one skinny guy on his hands and knees getting fucked by two burly men: one plowing his ass, the other thrusting into his mouth. Other men were enjoying 69s and circle-jerking. It was a smorgasbord of male-on-male sex, and I was a ravenous voyeur.

The spectacle drew us in, and we wandered among all those sweaty, writhing bodies. The lighting was just as dim there, but the shadowy figures made the scene more tantalizing. Again, I wished that Karen and I had the sex organs appropriate to this venue.

Then again...we sort of did.

Karen turned to me. "I want to suck your cock!" she said, her voice a raw whisper.

I almost protested, but excitement overcame me. Desire made my head spin, and in a daze I found myself undoing my zipper. I pulled the realistic rubber cock out of my jeans, and Karen immediately dropped to her knees. She seized my dick at the base and brought her mouth to my cockhead.

Then something incredible happened. Some weird electrical/mental synapse jumped in my skull, and I swear I actually felt her lips and tongue on me, even though no part of her was touching my living flesh. A strange pleasure warmed me as Karen's mouth slid down my cock. She swallowed inch after inch of me. A groan spilled past my lips, but I was careful to keep my voice in a lower

register. I didn't want to blow it. She sucked me down all the way, to the point where my knob must've been in her throat.

I looked down, seeing how my cock filled her face. Her phony facial hair flexed as she worked her mouth up and down. Spit shone on my shaft. It really did look real. And holy fuck, did it feel real.

Like in the rest of the club, men showed up to watch. Soon we had a small audience who kept a polite distance. Karen stayed on her knees, bobbing her head. I saw the bliss in her eyes and knew she was loving this, too. Guys had their cocks out, pleasuring themselves as they ogled us.

Instinctively, I thrust into her willing mouth, fucking her face. Each time I jammed my dick forward, I felt the base of the toy nudge my clit. I began thrusting my hips in an easy, steady rhythm, letting my passion build.

Karen was so submissive, letting me pound away. She played it perfectly, keeping her lips parted and letting me use her to get off. I groaned when my

orgasm hit, clutching her hair.

Breathless, I pulled away and Karen smiled at me with a lazy, sexy grin.

That was as far as we figured we should push our luck. We slipped out of the club and returned to her hotel.

Naturally, I kept the dildo strapped on and fucked her into delirium. And then she did the same for me.

How wonderful it was to see my strap-on sister again.

-I.P., via email

● TIME OUT

O ddly enough, it was the waitress's ass that set me up. We were in our favorite waterside restaurant when Clarice caught me looking at the shapely server's rear end.

"What are you thinking? Big ass? Nice ass? Or man, I'd like to fuck that ass?"

Her words snapped my attention back to her as she swirled a swizzle



VARIATIONS

WIDE WORLD OF VARIATIONS



stick slowly through her outrageously blue cocktail.

She grinned deviously at me, and I laughed, running a hand through my hair.

"None of those things. I was just looking. Her jeans are tight. Like super tight. I'm only human."

"So no ass-fucking thoughts?" she asked.

I shook my head. "Nope." And it was the truth.

"How about my ass?" she asked.

"How about it? It's a perfect ass. It's my favorite ass, in fact."

She leaned in, and I noticed her lips were stained a light shade of blue. Somehow it made her even sexier than usual.

Decades of marriage hadn't lessened my desire for her one bit.

"No," she said, drawing the word out. "What I meant was: Do you want to fuck my ass?"

I just sat there for a moment blinking like an idiot. "Is that a real question?"

She cocked an eyebrow and removed the swizzle stick to suck on the end. My cock went hard almost before I could inhale. I could barely believe it.

"It is. I wouldn't joke about that."

"Well, I'm not going to lie. Fucking your ass is pretty much one of my top three sexual activities."

"The other two being?" She'd slid her hand under the table and was rubbing my thigh.

"Fucking your pussy and fucking your mouth."

She smiled. "You have good taste."

"That I do." I leaned in close to kiss her, and her hand slid up to my crotch. She rubbed my hard-on while we smooched. She squeezed my engorged cock tightly, and I groaned.

"I see you have something for me," she said. "Come on, I'll take it now."

With that, she stood and turned toward the restrooms. I couldn't believe she was serious. Ass-fucking in the little restroom? Was that really what she had in mind? But I stood and followed. I might have been confused, but I'm no fool.

I walked into the bathroom right on her heels, and she locked the door behind us.

"It's a nice restroom. It's a single-person room. And it has a lock," she said, peeling off her jeans. I squatted

on my haunches, grabbed her ass and started to lick her pussy. I pushed my face into her crotch. She was already dripping wet. My cock ached and my head was sort of spinning, but it was good. Very good. The key to ass-fucking Clarice is she has to be super turned on. And super wet.

I knew I could make that happen.

I licked her clit and then traced patterns over it the way she liked: figure eights, swirls, circles, zigzags. When I pushed two fingers deep inside her, I found her tight snatch was totally drenched. I fucked her relentlessly with those two fingers until her hands were tugging my hair hard as she came.

I stood and she turned her back to me, splaying her legs and pressing her hands and her forehead to the blue wall. The color matched her lips.

"Hurry," she said, and my heart seemed to expand and shrink in the same moment.

Wasting no time at all, I dropped my jeans and my boxers and moved in close. I kissed the back of her neck. She shuddered, and then I drove my cock between her thighs a few times, gathering her wetness on my shaft. Then, using my fingers, I gathered more of her juice, smearing it around her back hole.

"Hurry," she said again. Her voice was bright and eager.

I groaned against her hair, thinking if I didn't get control of myself I'd come on the first stroke.

She pushed her ass back, beckoning me, and I pressed against her hole until her body relaxed and let me in. I slid in slowly, holding her hips and gritting my teeth. She sighed, and I felt her body adjust and accept me. Then she began to move, forcing herself back, impaling herself on my length.

"Jesus," I growled.

"Wrong person, I'm Clarice," she said with a naughty laugh. But then she sighed as I started to fuck her in

"I STARTED TO FUCK HER IN EARNEST, FINDING MY RHYTHM AND MY CONTROL."

earnest, finding my rhythm and my control. I squeezed her hips tight with my hands, knowing she liked the feel of my fingers biting into her skin.

She met me stroke for stroke as I relished the sensation of her ass gripping my dick and the way it seemed to draw me in further, even when I felt I'd gone as deep as I could go.

My jaw was tight as I tried to hang on. I found her breast with my left hand, pinching her nipple hard in the way that drove her nuts. Her small body bucked, and her back passage rippled around my driving dick.

"Again," she demanded, loving the way I was tormenting her breast.

So I pinched her again, harder this time, pulling her nipple out tight until she hissed. I wanted her to come with me, and I was getting damn close. Too close to the point of no return to turn back. Someone knocked on the door, and she barked, "Occupied. Give me a minute!"

Her hand drifted down, and then she was stroking herself, her shoulder flexing as her hand moved between her legs. I felt her drive her fingers into her cunt because they brushed my cock through the thin membrane separating her asshole from her pussy.

"Christ," I whispered, overwhelmed by the sensation.

"Still the wrong person," she whispered back. But she didn't laugh



because she was too close to climaxing.

My self-control snapped, and I did the only thing I could think to do as I started to lose myself. I bit the back of her neck to silence myself. Her body bowed, and she came along with me, trying to stifle the sound but mostly failing. I let myself go, filling her ass with my load as I thrust hard and deep.

She giggled softly as another knock came from outside. I pulled out of her and yanked up my boxers and jeans.

"Coming!" she yelled, quickly finding her jeans. She tugged them on and leaned over to kiss me. Then she whispered hotly in my ear, "Maybe I should have yelled 'came' instead."

I followed her out, grinning like an idiot. I dutifully avoided the gaze of the angry woman waiting to use the restroom, but I smiled in her general direction, thinking of Clarice's pretty blue lips and her perfect ass.

-R.T., San Francisco, California

Have you had an unforgettable encounter? Has your wildest fantasy come true or are you still planning out all the sexy details? We want to hear about it! Mail your kinky story to: *Penthouse Variations*, 8944 Mason Avenue, Chatsworth, CA, 91311, or email it to: letters@penthouse.com.

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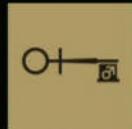
libido | noun | li-bi-do

1: A person's desire to have sex.
2: Instinctual psychic energy that in psychoanalytic theory is derived from primitive biological urges (as for sexual pleasure or self-preservation) and that is expressed in conscious activity.



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